SUPERMAN LIVES

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EXT. KRYPTON-DAY

The planet Krypton, protected by the green aura of defense shields. A lone Satellite flies overhead.

We move in for a closer view. Architecture beyond current human capabilities rises from the surface of the cold green planet.

INT MAINFRAME CHAMBER

A monolithic wall of computer banks. Read-outs of every possible condition of the planet. On other monitors: views of Kryptonian life.

On one small monitor, a lone blinking cursor suddenly appears. It begins moving across the screen, spelling out "COMMENCE SATELLITE UPLOAD.

And block by block, the lights that illuminate the vast wall go dim.

EXT COUNCIL HALL - DAY

Passersby react to a booming voice from inside.

JOR-EL V.O.
I SUBMIT TO THE HIGH COUNCIL THAT THIS PLANET AND ALL ITS INHABITANTS ARE DOOMED!

INT. HIGH COUNCIL CHAMBERS

Chief Science Officer to the Council, JOR-EL, passionately addresses the assembled COUNCIL MEMBERS from beneath an elevated platform, upon which sits SYLVAN (the Head of the Council), DAN-TE (the Psychiatric Officer) and others. Opposite Jor-El stands RAN-DAL (the Defense Officer), scowling. Schematics and breakdowns of the planet- none very hopeful- are displayed on the huge screens that wall the room.

JOR-EL
The mineral depletion that has weakened this planet's core has now reached dangerous levels! This planet is as good as dead! All I'm asking... All I've ever asked...

(MORE)

(CONTINUED)

CONTINUED:

JOR-EL (cont'd)
is that you grant me permission to launch the probe I've built to find a new planet with an atmosphere close to our own!

DAN-TE
And once this is found? Then what?

JOR-EL
(steels himself)
Then we have to evacuate Krypton.

The Council erupts in disbelief. Some hurl insults at Jor-El, others merely laugh. Sylvan calls for order.

SYLVAN
Jor-El, it is Brainiac's assessment that opening the defense systems- even long enough to jettison your probe- could compromise Krypton's sterilized atmosphere.

JOR-EL
Might I remind the Council, Brainiac is an offworld computer system. The Coluans never programmed Brainiac to detect planetary anomalies! The Eradicator's readings indicate...

RANDAL
So that's where this 'data' comes from- your Eradicator System. If the Council recalls, that obsolete system was decommissioned the moment Brainiac went online.

DAN-TE
Can you stand before us and deny that it is your pathological mistrust in the Coluan computer which fuels these unfounded and traitorous notions of planetary extinction?!

JOR-EL
You think I hold a grudge against a *machine*?!

(CONTINUED)

CONTINUED: (2)

Sylvan shifts forward in his seat.

SYLVAN
To review your data and reach an official decision, the Council calls on Brainiac.

The schematics that filled the screen blink off, giving way to a simple symbol: three solid circles, intersected by straight lines. A calm, synthetic voice fills the room. It is the voice of BRAINIAC.

BRAINIAC
Greetings, members of the High Council. Jor-El.

Jor-El offers the screen a cold glare.

SYLVAN
Brainiac, Jor-El wishes to launch a probe,in...

BRAINIAC
In an effort to find a planet that will sustain life. It is Jor-El's findings that Krypton is unstable due to core depletion.

SYLVAN
For the eighth time, Brainiac- is this possible?

BRAINIAC
I suppose one could arrive at any number of errant conclusions when one is employing technology as ancient as Jor-El's Eradicator.

JOR-EL
The Eradicator is a hundred times your better, Coluan! It's *your* apparent inability to compute the data that's endangering this planet further by the second.

BRAINIAC
Were I allowed access to the Eradicator I could investigate those so-called findings further.

(MORE)

(CONTINUED)

CONTINUED: (3)

BRAINIAC (cont'd)
But interface has been denied. The conclusion- Krypton is in no danger.

JOR-EL
He's lying!

BRAINIAC
It is my recommendation that Jor-El be detained for thorough psychological examination.

Jor-El shakes his head.

EXT COUNCIL HALL- DAY

Suddenly, the surface of the planet explodes, raining fire and debris down on the unsuspecting Kryptonian populace. Screaming ensues.

INT HIGH COUNCIL

The room shudders. Jor-El looks downward, sadly.

JOR-EL
It begins...

The Council Hall begins to crumble.

SYLVAN
BRAINIAC! REPORT!

But the Brainiac SYMBOL, fading like its counterpart in the mainframe, disappears from the screen.

EXT KRYPTON

High above the dying planet, the orbiting satellite blinks to life.

INT SATELLITE

On one of three SCREENS, the Brainiac SYMBOL materializes.

INT JOR-EL'S LAB

Jor-El bursts into his lab, rushing toward a small rocket-looking craft. There is a thundering boom, and the room shakes. Jor-El grabs onto the rocket for support.

JOR-EL
(calling out)
Lara!Lara!

(CONTINUED)

CONTINUED:

VOICE
(echoing through the room)
I have secured Lara and the child in the north wing, Jor-El.

The source of the voice descends from the ceiling- a screen emblazoned with a familiar 'S' symbol extends from hi-tech machinery. It moves like a tentacle, following Jor-El about the room. This is the ERADICATOR.

JOR-EL
How long do you estimate until meltdown?

ERADICATOR
The planet's core will go nuclear in approximately twenty minutes.

JOR-EL
Re-outfit the probe. Dump all the collection drives and fashion a cargo-hold.

An elevator rises, as LARA (Jor-El's wife) is brought in on a conveyance. In her arms, she cradles their child- Kal-El.

LARA
We can never fit in there- all three of us!

JOR-EL
Not all three, Lara...
(beat)
Just Kal.

Lara looks to the craft that the Eradicator pours over, other tendrils holding tools working at a furious pace on the ship. She goes pale.

LARA
He'll never survive!

JOR-EL
I'm downloading the Eradicator into the craft as well. Take Kal-El to the launch pad. We'll meet you as soon as the ship is prepared.

(CONTINUED)

CONTINUED: (2)

Eyes filled with tears, Lara nods and rushes to the elevator.

ERADICATOR
If this is about sparing me the coming disaster Jor-El, might I remind you that I am a computer, and as such lack a penchant for fear or self-preservation.

JOR-EL
This isn't sentimental, old friend. You're to protect my son. I'm entering a new program which will allow you to constantly monitor the child. In the event of a significant drop in his vital signs, you will become sentient.

ERADICATOR
Sentient?!? You mean...alive?!?

Jor-El lowers a green-glowing energy prism into the hull of the craft.

EXT KRYPTON

The planet trembles violently, and mushroom clouds shoot from the surface.

INT ELEVATOR

Lara is thrown about the car, cradling the infant in her arms. She drops to the floor.

INT ELEVATOR SHAFT

Two cables hold the car. One snaps, and the car lists to the left.

INT JOR-EL'S LAB

The Eradicator freezes in its work.

JOR-EL
Lara! Kal-El!

INT ELEVATOR

Lara carefully pries open the elevator doors. The car rests below a floor, offering only three feet of exit. Lara slowly lifts the child off the floor.

INT ELEVATOR SHAFT

The cable begins to give, as two wires snap and fray.

INT ELEVATOR

The car shifts. Lara moves quickly toward the opening. She raises the child above her and slides it out, onto the floor above.

INT ELEVATOR SHAFT

The wire snaps. The car plummets.

INT ELEVATOR

Lara pulls her hands back just in time, as the car shoots downwards. She screams.

INT ELEVATOR SHAFT

The falling car is suddenly 'chased' by an artificial tendril; then another; then more. Half the tendrils grab onto the top of the car, pulling off the roof, revealing a terrified Lara inside.

INT ELEVATOR

The other half of the tendrils wrap themselves around Lara, allowing the car around them to continue to drop.

INT ELEVATOR SHAFT

The car hits the end of the shaft below, shattering with a small explosion.

Above, Lara hangs in the 'arms' of the Eradicator, staring wide-eyed at the crash.

INT LAUNCH PAD- LATER

Infant Kal-El is sealed into the rocket. Lara weeps, and Jor-El touches the hull of the ship as it rises to launch position.

JOR-EL
Watch over Kal-El, Eradicator. Impart to him his glorious Kryptonian heritage. But most importantly- protect my son.

(CONTINUED)

CONTINUED:

The windows open as the rocket ignites. Jor-El shields Lara as it thrusts, taking off into space. They watch it rise.

JOR-EL
The greatest joy I've known in this life has been in your arms, Lara.
(takes her face in his hands)
Thank you- for your love, for your faith...

He looks skyward at the rocketing craft.

JOR-EL
For our son.

And as their world crumbles, Jor-El and Lara kiss.

EXT·SPACE ABOVE KRYPTON

The escape craft rockets past the Brainiac satellite, as Krypton explodes.

INT BRAINIAC SATELLITE

On one of three screens, the Escape craft appears. Brainiac's 'voice' booms through the cabin.

BRAINIAC
Predictable to the last, Jor-El. It took the destruction of your planet, but I now have access to your precious Eradicator technology.

On the second screen, a visual of an anthropomorphic 'body'- that which will become Brainiac's chosen form.

INT ESCAPE CRAFT

The mapping system zooms in on a distant planet in a neighboring galaxy.

ERADICATOR
Hmmm...Earth. Primitive, yet suitable. It'll do for now. Plotting course.

INT BRAINIAC SATELLITE.

On the first screen, the visual of the escape craft reveals the child within. 'CARBON-BASED INFANT LIFEFORM' flashes.

BRAINIAC
The Last Son of Krypton. He will not survive the assimilation process. Intercept.

EXT SPACE

The satellite unleashes a cold, blue beam which strikes and encases the Escape craft.

INT ESCAPE CRAFT

Alarms flash 'Alert'.

ERADICATOR
Brainiac!

INT BRAINIAC SATELLITE

On the third screen, a graph appears, delineating the burgeoning energy being sucked from the Escape craft.

BRAINIAC
Ahhh...the power! I feel it coursing through my systems! The assimilation of Eradicator technology into my own programming, transforming me from mere circuitry into a god!

EXT BRAINIAC SATELLITE

Metal shifts and reforms, as the Satellite rebuilds itself into the Brainiac SKULL SHIP- a tentacled craft, skull-like in appearance.

INT BRAINIAC SKULL SHIP

On the second screen, 'TRANSFORMATION SEQUENCE ACTIVATED' flashes beside the visual of the impending Brainiac body. A 'PERCENTAGE' figure slowly rises, as we PAN OVER to the interior of the cabin, which- like the exterior of the ship- is reconfiguring, growing a 'body' for Brainiac.

INT ESCAPE CRAFT

The mapping program is interrupted with the image of the semi-formed Brainiac filling its screen, 'speaking'.

BRAINIAC
(onscreen)
Eradicator- surrender yourself now and the child will be spared. Resist, and I promise-

EXT SPACE

There is a sonic boom, as the space surrounding what was Krypton rips open, forming a Black Hole which sucks planetary debris within itself.

The shock waves send the ships into flux. The Skull Ship's lock on the Escape craft is broken.

INT ESCAPE CRAFT

The infant Kal-El gazes about obliviously as the ship shudders.

EXT SPACE ABOVE KRYPTON

The escape craft makes a star-blurring jump to light speed.

EXT SPACE

The Skull Ship's thrusters kick in full force, but the pull of the Black Hole is too strong. The thrusters explode.

INT SKULL SHIP

Fire sweeps through the interior of the cabin, igniting Brainiac's form.

BRAINIAC
NOOOOOOOOOO!!!!!

EXT SPACE

The Skull Ship disappears into the Black Hole.

Dissolve to:

EXT SPACE

PRESENT DAY- THIRTY YEARS LATER.

(CONTINUED)

CONTINUED:

An alien craft floats through the void, approaching a slow-moving ASTEROID.

INT ALIEN CRAFT

Two humanoid ALIENS dressed in uniforms pilot their craft nearer to the Asteroid.

ALIEN 1
We're heading back to base now. Just want to check out this Asteroid outside the Oan System.

COMMAND V.O.
We'll expect you soon. Command out.

Through the Craft's windshield, the drifting Asteroid looms large.

ALIEN 2
(off computer)
For a rock, it's giving off powerful radioactive readings. Could just be the Oan starbelt, though.

Suddenly, through the windshield, we see TENTACLES shoot out of the Asteroid.

EXT SPACE

The tentacles wrap themselves around the Craft, and electrical energy courses between the pair. The Asteroid begins 'unfolding'.

INT ALIEN CRAFT

Their bodies wracked with shockwaves, the Aliens writhe in agony, green blood leaking from their eyes.

EXT SPACE

The 'Asteroid' reveals itself to be the BRAINIAC SKULL SHIP. A set of 'jaws' protrude and puncture the hull of the small craft. It glows white hot with power.

INT SKULL SHIP OPERATING THEATRE

We see a surgical TABLE, its contents obscured by the shadows, save for the back of a malformed HEAD. Computerbanks and monitors are everywhere. A small legless ROBOT hovers beside the table.

(CONTINUED)

CONTINUED:

The robot implants a cable into the back of the Head and throws a switch. Raw energy blows through the cable, causing the 'patient' to convulse and surge.

The small robot hovers away, the 'patient' continues to writhe, 'screaming'.

CU ON A METALLIC SHAFT- as it begins to reconfigure, taking the shape of an arm. We see the same happen to other parts of this 'body'- hands, legs, facial features.

EXT SPACE

The Craft the Skull Ship holds then goes dark, the energy being sucked from it having run dry.

INT SKULL SHIP OPERATING THEATRE

The 'patient' stops convulsing, as the cable attached to its head ceases to glow.

BRAINIAC
L-RON!!!

INT SKULL SHIP BRIDGE

The figure from the Operating Theatre stumbles through the shadows of the massive bridge. The View Screen displays the prey the ship captured. L-Ron enters, carrying purloined booty from the alien craft.

BRAINIAC
That was all the energy the Craft yielded?

L-RON
Cruisers are short rangers, your eminence. I'm surprised that can had enough juice to give you form. We pulled 1.9 Trigs out of it.

The Figure (Brainiac) moves to the view screen, not affording the audience a clear view of its features. It sighs.

BRAINIAC
I who have conquered a world am now forced to subsist like a parasite on the small crafts we're fortunate enough to capture!

(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (cont'd)
My technology was once insured the position as the most advanced in the galaxy... Now look at the pride of Colu- feeble attempts to maintain even an anthropomorphic form!

L-RON
At least you have what passes for legs.

Brainiac gives L-Ron a withering look.

BRAINIAC
What did your search of the craft yield?

L-RON
I emptied their data banks and erased the ship's logs. The only other thing I found was this.

L-Ron holds up the containment jar, inside which scurries a multi-legged fist-sized creature.

BRAINIAC
(glances at it)
Thanagarian Snare Beast. Infancy stage. Illegal in sixteen systems due to the advanced nature of their growth patterns outside of their own atmosphere.
(beat)
Add it to the menagerie.

Then, a beacon sounds. On the main screen, scrambled letters and numbers appear.

L-RON
We're receiving a homing signal from sector 2814.
(beat)
Could be our next target.

BRAINIAC
Display.

And on the screen is the distorted image of LEX LUTHOR- commanding, corporate, suave, bald... and ominous.

CONTINUED: (2)

LEX
Greetings. This message-transmitted in over one hundred and forty languages-comes to you from Earth.

Brainiac regards the message curiously.

LEX
I am Lex Luthor, Owner and CEO of LexCorp- a vast and powerful conglomerate that dominates trade on this planet. To whatever lifeform that may receive this, I extend an invitation to our world. Non-hostile and eager to establish contact with extraterrestrial races, Earth welcomes a visit from whomever receives this greeting. I myself call upon you to make contact, so that we may establish relations, open trade routes...

Brainiac turns away, disinterested. Then, the 'friendly' greeting onscreen turns darker.

LEX
...and discuss any information you might have regarding a visitor to this planet of Kryptonian descent.

Brainiac snaps to attention. The image of Luthor behind him, Brainiac turns, giving us our first good look at it: humanoid in appearance, he's green-skinned, metallic, burned and bald. A series of metal relays criss-cross its forehead, resembling the symbol that represented it on Krypton. Brainiac stares at the screen. Shocked recognition crosses his face.

LEX
From one superior intellect to another- whomever or whatever you may be- I implore you to come to Earth, so that we might discuss the problem we call...

INT TELEVISION STUDIO

A CU of a stiff-looking tele-journalist fills the screen.

(CONTINUED)

CONTINUED:

HOST
Superman- friend to Earth, or hindrance? Tonight we take a closer look at the Man of Steel.

We're in a television studio. While the 'Nightline' like opening logos play, cameras whirl and reposition. The Stage Manager counts down as the show's theme plays. Then:

HOST (cont'd)
With me tonight is LexCorp CEO and Metropolis' second most well-known figure, Lex Luthor.

Seated across from the host, LEX LUTHOR winces at the introduction. Looking far more congenial than he did in his clip aboard the Skull Ship, Lex is in public persona now.

HOST
Mister Luthor. You've repeatedly come down as a Superman skeptic. Would you care to address your distrust of who many people have dubbed 'the man of tomorrow?

LEX
I'm no enemy of Superman, Ted- quite the contrary. I find his flair for fashion and whimsical powers very...David Copperfield. And such a crowd- pleasing showman who makes Metropolis his home is, on one hand, a boon for the tourist trade. But I merely question the good that Superman represents for the human race. The larger issues, beyond entertainment value.

HOST
Such as?

LEX
Well- aiding the planet at every turn against war, famine, natural disaster, for starters. It represents a complete freeze on the evolutionary process. Superman is interfering with this planet's course of events.

(CONTINUED)

CONTINUED: (2)

HOST
An interesting position, Mister Luthor- but one that I'm sure your opposition will refute. We welcome City Beat reporter for the Daily Planet, Lois Lane.

Cut to Lois, sitting beside Lex- beautiful and poised... even though she looks thoroughly pissed.

LOIS
Since Superman's first appearance in Metropolis, this city...this *world* has slept soundly under the blanket of security he provides. And why?

LEX
Because people are terrified of getting caught not adhering to his neo-fascist doctrine of truth, justice and.. what does he call it again? Oh yes- the American way.

LOIS
Try to remember what this city was like before Superman arrived.

LEX
As I recall, there were less red, white and yellow souvenir stands, and women in apartment buildings could leave their shades open without fear of an intrusive fly-by.

LOIS
You're talking about LexCorp's security copters I'd imagine.

LEX
Have you ever been able to look past your blind allegiance to this off-worlder to think that *maybe* he *employs* criminals to improve his p.r? For all we know, they're on his books.

(CONTINUED)

CONTINUED: (3)

LOIS
In Salem, it was a witch-hunt, in Hollywood, it was the 'Red Scare'...Leave it to your fertile imagination to come up with 'Cape-Gate'.

LEX
The vehement defense you put up for him. I'd say the only thing fertile around here is someones hopes of carrying a super- brat one day.

LOIS
That's it...

Lois jumps Lex, who tumbles back in his chair. She begins laying into him, as the Host leans into the frame, addressing the t.v. 'audience'.

HOST
We'll be right back.

Fade to a COMMERCIAL- a sandy, palm-tree lined beach. A COUPLE frolics, rushing toward the surf.

VOICE-OVER
When was the last time you dove into paradise? Corto Maltese- we'd call it Heaven...but that'd be redundant.

As the logo and 1-800 number for CORTO MALTESE comes up, we cut to...

EXT CORTO MALTESE- DAY

The island of Corto Maltese- a vacation paradise. People frolic along the shores, and pour into and out of many hotels that line the beach.

A small BOY grabs his belly-board and makes toward the water. His sunblock covered MOTHER looks up from the latest Grisham.

MOTHER
Walter... Not too far out.

The Boy nods and tears off into the crowded surf.

From off the shoreline, a periscope emerges.

INT MANTA RAY

The image of the vacationers is captured on a screen. In the bowels of a sub-like craft, two unseen figures gear up for something nasty.

EXT CORTO MALTESE SHORELINE- DAY

Water-worshippers, oblivious to the frothing surface of the sea, mere yards from where they play.

Then, the large craft explodes to the surface, rising slightly from the water. The crowd panics and rushes for the beach.

EXT MANTA RAY- DAY

On the hull of the submersible, panels slide and LAUNCHERS pop out, launching missiles at the shore.

EXT CORTO MALTESE BEACH- DAY

A set of missiles hits the beach, shooting sand and trees (and the occasional sun-worshiper)into the sky.

The Manta Ray is destroying the island paradise. DEADSHOT emerges from the craft clad completely in silver and red, featureless (save for the gun-sight covering his right eye).

DEADSHOT
WE CLAIM THE ISLAND OF CORTO MALTESE IN THE NAME OF THE LEGION OF DOOM!!!

EXT MANTA RAY- DAY

BLACK MANTA emerges from his ship, his face completely hidden by an elaborate deep-sea rig. From the ovular black eye-pieces in his helm, he fires laser blasts at the crowd. Behind him SEAL-looking MERCENARIES rise from the craft.

EXT CORTO MALTESE BEACH-DAY

Innocent bystanders and their children run for cover in every direction.

And amidst the destruction and carnage, the small Boy stands, captivated.

His mother screams to him from behind police barricades, the police and arriving SOLDIERS holding her back.

(CONTINUED)

CONTINUED:

MOTHER
WALTER, WALTER, NOOOOOO!!!

EXT MANTA RAY- DAY

Manta notices the Boy on the beach and nods to Deadshot.

MANTA
Fifty bucks says you can't ruin the lady's day.

Deadshot aims his gauntlet at the Boy.

DEADSHOT
I'd have done it for twenty.

And he fires.

EXT CORTO MALTESE BEACH- DAY

The mother lets out a shriek.

The BULLET races at the Boy.

Then, *something* streaks between the boy and the bullet- something big, something red, something...fast.

Pan up from a very familiar pair of red boots to reveal the Man of Steel- SUPERMAN! And he looks pissed. He turns to the boy.

SUPERMAN
Don't you see enough violence on television, little shaver?

BOY
No, sir.

SUPERMAN
Well, let's see what we can do about that.

He scoops up the boy, lifts him into the air, and flies him safely to his relieved mother's side.

SUPERMAN
Ma'am, I believe you dropped this.

The Mother faints. Superman leaps into the air to the cheers of the crowd, and speeds toward the Manta Ray.

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CONTINUED:

But from behind a dune, a trio of Mercs set a large RIFLE on a tripod. Secured, they take aim at Superman and fire. A SONIC BLAST belts from the gun.

EXT CORTO MALTESE BEACH- DAY

The lethal payload hits its mark- the Man of Steel. The earth explodes, engulfing Superman in a world of flame.

The Mercs rise, letting out cheers and firing their machine guns victoriously into the air.

But then, two heated BEAMS shoot from the wreckage, igniting the rifle of one of the Mercs...then another. The Mercs drop their weapons.

From the flames, marching down the beach, comes Superman- unharmed, if singed.

EXT MANTA RAY- DAY

Deadshot takes careful aim at Superman.

DEADSHOT
Like they taught me in the CIA...

POV DEADSHOT'S GUNSIGHT- Superman's face, in the crosshairs.

DEADSHOT
...always go for the face.

Deadshot fires a single kill shot.

EXT CORTO MALTESE BEACH- DAY

Superman's head jerks backwards and pauses there momentarily. The bullet is caught in his teeth. He rocket-spits the bullet out...

EXT MANTA RAY-DAY

...which hits the hull of the ship, near Deadshot's foot.

EXT MANTA RAY- DAY

Black Manta looks to Deadshot, and dives into the water- abandoning ship. Deadshot leaps into the Manta Ray.

The Manta Ray sinks beneath the surface of the water.

EXT UNDERWATER- DAY

Black Manta swims, propelled by the jet tank he wears beside his aqua-lung. He's moving at an unbelievable pace. The Man of Steel pulls up beside Manta, holding his nose. He waves. Manta freaks. Superman reaches over, twists his propulsion tank output, and Black Manta shoots upwards.

EXT CORTO MALTESE SURF- DAY

Black Manta shoots out of the ocean and high into the sky.

INT MANTA RAY

Deadshot gives the Manta Ray full thrust. In front of him, the viewing window displays the ocean parting around him...and suddenly, it's nothing but sky.

EXT MANTA RAY- DAY

Superman carries the Manta Ray to the shore.

The crowd goes wild.

He punches through the hull- pulling Deadshot out in the process. He rips the gauntlets off Deadshot's uniform, and tosses him to the sand. Then- without missing a beat- the Man of Steel throws his arms out in front of himself. Black Manta falls into his grip. Superman pulls Manta's huge, black helmet off, and tosses him beside Deadshot. He looks at the pair, shaking his head.

SUPERMAN
Look at your outfits. What is this- Gotham?

The crowd cheers as the Terrorists are collected by the proper authorities.

POV SUPERMAN'S X-RAY VISION- we see first the helmet, then through the helmet into the components that make it tick. Zoom in on a set of microscopic serial numbers, etched into a tiny chip.

Superman shakes his head and sighs.

SUPERMAN
What a shock.

The helmet explodes in his hands. The crowd lets out a shriek.

(CONTINUED)

CONTINUED:

Superman puts up a hand to let them know everything's okay. He drops the helmet which continues to burn.

SUPERMAN
Luthor.

EXT GBS BUILDING- NIGHT

Lex exits the building, flanked by BODYGUARDS. He holds a small icepack to his cheek.

INT LEX'S LIMO- NIGHT

Lex puffs on a cigar and sips brandy from a snifter.

The Limo t.v. displays tape of Superman defeating the Legion of Doom, and repairing the hotels.

NEWS VOICEOVER
With zero casualties, Superman not only saved lives and the booming tourist trade of the recent vacation hotspot- he also stuck around to patch up the missile- damage to the island resorts.

Lex goes white hot and wide-eyed with rage.

EXT LEXCORP BUILDING- NIGHT

Lex exits his Limo and marches bitterly toward the LexCorp building followed by the Bodyguards.

INT ELEVATOR NIGHT

Metropolis shrinking behind him, Lex watches the digital numbers rise, muttering.

Then, the elevator stops abruptly. Lex catches his balance against the side of the car.

Then, the HATCH at the top of the elevator is ripped off, and a blue-clad arm reaches in, pulling Lex out of the car.

EXT LEXCORP BUILDING- NIGHT

Superman carries Lex through the air and to the heliport at the top of the 'L' shaped skyscraper.

EXT HELIPORT- DAY

Superman sets Luthor down and lands opposite him. Lex's fearful wide-eyes disappear- replaced by an icy glare.

SUPERMAN
Wanted a word with you, Luthor.

LEX
One of these nights, they're going to blast your pajama-clad ass out of the sky. And I will provide them with the hardware.

SUPERMAN
Funny you should mention that. Somebody attempted that just today.

LEX
This meeting is over.

Lex spins to walk away, but Superman leaps over him, landing in Lex's path.

SUPERMAN
Only an egomaniac like yourself would demand that a LexCorp serial number show up somewhere in his company's handiwork.

LEX
So a super-psycho used a component that my company manufactures- big deal.

SUPERMAN
Oh believe me, Luthor- I even gave you the benefit of the doubt...for a millisecond. Then I remembered the bid you were denied last year for the casino contracts on Corto Maltese.

Lex's eyes flinch ever so slightly.

SUPERMAN
You tried to clear the island for a later, reduced- rate, LexCorp takeover.

(CONTINUED)

CONTINUED:

Superman flies Lex to the edge of the roof, holding him over Metropolis far below. Luthor freaks, clutching at Superman's grip.

SUPERMAN
People could have died, Luthor! Families! Children!

LEX
No...proof...

Superman stares Lex down, and pulls him back to safety, dropping him on the roof. Lex chuckles, brushing himself off while rising.

LEX
I know you too well, Stupid-Man. Self- destructs triggered by radiation waves. Radiation waves provided by your x-ray vision. So while you and I may know the Legion was engineered by me..
(bellowing into the night)
NO ONE CAN PROVE IT!!!

Superman shakes his head. Luthor chuckles.

SUPERMAN
Enjoy it while it lasts, Luthor. Because one day, I will bring you to justice.

Superman flies off.

Luthor strides to the rooftop door and gives it a tug, only to find it locked. He lets out a howl into the night.

EXT SPACE

The Skull Ship slips into Earth's orbit, menacingly.

EXT DAILY PLANET BUILDING- NIGHT

The globe spins atop Metropolis' once-largest skyscraper (Lex built his bigger). All the windows are dark...except one. And through it, we see Lois.

INT DAILY PLANET CITY ROOM- NIGHT

Lois- alone at her desk- types on her lap-top. In the midst of the tapping her fingers create against the keys, another pitch of tapping joins in.

(CONTINUED)

CONTINUED:

She spins around to see Superman floating outside the window.

Lois trips over a desk or two rushing to the window. She hurls them open, looking all flustered and 'Lois-y'.

LOIS
Superman!

SUPERMAN
Evening, Miss Lane. Late night?

LOIS
I'm just...filing my piece on Corto Maltese. Nice bit of work you did there.

Superman flies in, setting down beside a desk. The nameplate on the desk says CLARK KENT.

SUPERMAN
So this is Mister Kent's desk, hunhh?

LOIS
That is Mister Kent's fastidiously immaculate work station- I call it Smallville Central.

SUPERMAN
In honor of his hometown, I take it. Mister Kent's not around tonight?

LOIS
Clark? This late? Please. Besides, I get enough of Clark all day long, thanks.

SUPERMAN
Doesn't take super senses to detect a little friction there. Not a fan of Mister Kent, Miss Lane?

LOIS
Clark's Clark, you know. He's great and all, don't get me wrong. But he is kind of a...Dudley Do-Right.

SUPERMAN
A Dudley Do-Right?

(CONTINUED)

CONTINUED: (2)

LOIS
Sure. It's always "Gee, shucks, Lois," and all that Kansas boy scout babble. It's hard for me to relate to a man like that.

SUPERMAN
And why's that?

Lois looks him dead in the eyes. The costumed Adonis gives it back as good as she's giving. Lois slams down the lid of her laptop and stands up.

LOIS
Well, for starters, I'm not into boy scouts. I'm the kind of woman...
(moves closer to him)
...who likes a man...
(brings her lips to his)
...in tights.

And Lois plants one on Superman- long and passionate. Superman breaks the kiss and steps back.

SUPERMAN
Miss Lane... I have something to tell you.

He pulls Clark's glasses from his cape and slips them on.

SUPERMAN
I'm really Clark Kent.

Lois goes wide-eyed and faints. Superman rushes forward and catches her. Then she opens her eyes and shakes her head.

LOIS
Really Clark- must we go through this every night?

They kiss. He brings her back to her feet.

LOIS
Nice job with the bad guys, babe. I was proud of you.

SUPERMAN
How about dinner?

(CONTINUED)

CONTINUED: (3)

LOIS
Not Burger King again, Clark.
Let's just eat at my place.

SUPERMAN
I was thinking a more...
monumental dinner.

INT LEX'S OFFICE- NIGHT

The nerve center of LexCorp. A bank of MONITORS and a vast array of channels adorn one wall. In the center of it all- a monolithic desk, backlit by a large picture window.

Lex enters by the bank of t.v's- all of which detail Superman's Corto Maltese endeavor. Lex seethes, muttering and heading to the huge, sunken marble tub at the far end. He runs the water and crosses to his desk, not noticing L-RON resting atop it.

L-RON
Greetings--

He goes wide-eyed at the robot and leaps from his chair.

LEX
Bomb!!!

Grabbing the robot, Lex charges for the tub and hurls it in. He dives onto the floor, hands over his head, awaiting the blast. After a beat, he looks up.

L-Ron slowly rises from the tub. It discharges water from its circuits and sputters.

L-RON
Go with entrance 'B'.

Then, the picture window explodes. From the dust and shards, BRAINIAC glides in, god-like, much to Luthor's shock. Alarms sound.

BRAINIAC
Lex Luthor of Earth.

LexCorp troops burst through the doors and take aim at Brainiac.

LEX
Kill it!!!

(CONTINUED)

CONTINUED:

The Troops open fire at Brainiac. The bullets ricochet off his synthetic form. The Troops stare in amazement.

Then, one lone Guard rushes Brainiac, who grabs him by the throat and casually hurls the Guard over his shoulder and out the shattered window. His scream can be heard all the way down.

BRAINIAC
I come to discuss the Kryptonian you mentioned in your homing message.

Lex goes wide-eyed.

LEX
(to the Troops; eyes on Brainiac)
Out. Now!

The Troops pull back. Lex stays riveted on Brainiac.

LEX
(to the Troops)
And clean that guy off the street.

Alone now, save for L-Ron, Lex and Brainiac look one another over, cautiously.

Lex motions toward his desk. Brainiac follows Lex, but stops short at Lex's impressive computer setup. Brainiac examines the system.

BRAINIAC
(astonished)
This technology...

Brainiac sharply raises his hand between he and Lex. It reconfigures into something that he inserts into the computer. Whirring and downloading sounds are heard, as Brainiac cocks his head occasionally, as if sampling a wine.

LEX
LexTech Prime. I build these things.
(smiles; touches the computer)
It's the most cutting edge, the most sophisticated, the most...

(CONTINUED)

CONTINUED: (2)

BRAINIAC
Primitive.

L-RON
Ancient.

Brainiac extracts his appendage, which reconfigures back into a hand.

Lex takes this in, a bit lost. He recovers.

LEX
You're obviously not from around here. So... What do you know about Superman?

BRAINIAC
(takes a seat)
Tell me- what do you mean by...Super- man?

Lex turns to the bank of monitors and calls out:

LEX
Unit nine- full display.

The images align into one single visual of Superman saving Corto Maltese.

LEX
He's my mortal enemy, the object of my ire, the...
(beat; change of tone)
You're not a...friend ...of his, by any chance...
(beat)
Are you?

But Brainiac is riveted to the images on the monitors.

BRAINIAC
He is aided by a computer-technology of some sort?

LEX
As far as I know, the pure-hearted dolt works without strings.

BRAINIAC
Without technology, what then keeps you from destroying him?

(CONTINUED)

CONTINUED: (3)

LUTHER
Kill Superman? Look, I've had anyone and everyone who was ever a thorn in my side done away with. From my third grade teacher to my third wife, nothing eases friction like...
(mimes a gun to the head)
Pow - you know what I'm saying? Superman would've been dead as white weddings if it weren't for the minor hindrance that he's from Krypton- whatever the hell that is- which means HE CAN'T BE KILLED.

BRAINIAC
(turns menacingly)
Trust me - Kryptonians are very vulnerable, Lex Luthor.

Brainiac turns back to the monitors, studying the images carefully.

LEX
You were on Krypton?!

BRAINIAC
(to himself)
What is the source of your power, son of Jor-El...
(to Lex; still on monitors)
His chemistry must by now be attuned to this planet, as he presumably has dwelled here for many years. Radioactive shards and remnants of his destroyed homeworld would become toxic to his system.

LEX
Kryptonite.

Brainiac whirls back at Lex, surprised.

LEX
You're talking about Kryptonite. His only known weakness. We had a chunk. Used it on him. Almost killed him, too. Made him weak. Problem was, it only has that effect on Kryptonians.
(MORE)

(CONTINUED)

CONTINUED: (4)

LEX (cont'd)
Batman saved him - this world's *other* pajama-wearing psychopath. I've spent the last two years and millions of LexCorp dollars trying to synthesize Kryptonite. You know what it yielded?

Lex reaches into a drawer and pulls out a pottery shell, covered in mossy-grass.

LEX
The 'Chia Pet'.

BRAINIAC
And, barring Kryptonite, he is completely impervious?

LEX
I've tried it all - I've had him shot, knifed, grenaded, thrown missiles at him, trapped him in a shark tank:..

As Lex goes on, Brainiac studies the visuals of Superman in action closer. His attention is drawn to something behind Superman...the SUN. Brainiac goes wide-eyed.

BRAINIAC
This world is powered by the light of a distant star.

LEX
The sun - we call it the sun.

BRAINIAC
Krypton, too, was powered by the light of a 'sun' - a red sun.

LUTHOR
Meaning?

BRAINIAC
(mimes a gun to his head)
Pow - as you say.

Lex suddenly 'gets' where Brainiac is going with this.

LEX
All the capital, material, and technologies of my company are at your service...if you can kill Superman.

EXT. MOUNT RUSHMORE - NIGHT

A nice view of the Presidentially sculpted mountain. On top of Washington's head, we see a small fire burning.

EXT. MOUNT RUSHMORE, ATOP WASHINGTON'S HEAD - NIGHT

Clark and Lois sit on a blanket, looking out over the vista. There is a campfire going, and the remnants of their dinner lay strewn about the open picnic basket. Lois sips wine from a glass. Clark drinks orange juice.

LOIS
Monumental. You're such a goof.

CLARK
Thank Pa for that. He was the punster of the family.

LOIS
(beat)
Did it ever bother you - being the 'adopted' child? Never knowing your real parents?

CLARK
(a little stung)
They *were* my real parents, as far as I'm concerned.

LOIS
I'm sorry - I didn't mean...

CLARK
No, no. It's okay...
(beat)
But there are times when I think my destiny has been stolen from me. I mean, who knows what I was supposed to do in life? What would it be like had Krypton never...you know? Would I have followed in my father's footsteps? Would I have ever left the planet? Would I have ever come to Earth?
(beat)
Would I have ever met you?

LOIS
Met me? Probably not. But you'd probably still read me.

(CONTINUED)

CONTINUED:

CLARK
It's just sometimes...you know. I'm a person. I have what-if's like everyone else. What if I'd grown up under a red sun, and never had these awesome powers?

LOIS
Do you wonder about Krypton? What it was like?

CLARK
I know all I'm ever going to know - there was a planet. It blew up. End of story.

LOIS
What ever happened to the rocket? The one you said brought you here?

CLARK
It's hidden in the Antarctic. But enough about the past. Let's talk about the future.

LOIS
(starts packing up)
No-no. Let's talk about flying home and going to bed.

CLARK
Well, jeez, Lois - we act like colleagues around the office, then lovers behind closed doors...or on top of mountains...
(beat)
Then why can't we talk about *something more...permanent*?

Lois' eyes go wide. She stares at him for a beat, then pushes him away.

LOIS
The first time I heard about you, I thought you were that week's tabloid fantasy. But then you landed that shuttle on your back, like you were carrying a surfboard. And suddenly, every jaded bone in my body believed- that a man could fly...

(MORE)

(CONTINUED)

CONTINUED: (2)

LOIS (cont'd)
(touches his face)
The first time I met you - as Clark - I thought you were the squarest hick to ever escape Kansas. But when you called me 'Miss Lane'..You were so polite and even gallant, that you made me feel like a princess.
(her head on his chest)
The first time you told me about...well, about your other job, there was a moment of shock. And then it all made sense. Who else but Clark Kent could care so much about people he didn't even know-
(smiles)
And the first time we kissed..
(gets teary)
I knew it was you. You were the person I'd stopped believing in years before- the one my mother told me about.
(beat)
And the first time you left me in the middle of the night to rescue that luxury liner, I knew that you didn't belong to me. You belong to the world.
(steps back and looks at him)

CLARK
Lois-

LOIS
(finger to his lips)
Your responsibilities are huge, Clark. How can you possibly be expected to divide your time between a wife and the world? What about children...if that's even possible?

CLARK
I could slow down- pace myself...

LOIS
And feel the weight of a death you couldn't prevent because you were too busy bringing the kids to the video store?

(CONTINUED)

CONTINUED: (3)

Lois shakes her head sadly. Clark's eyes are downcast- her words truer than he can bear.

LOIS
There's nothing I'd want more in this world than to live a life with you...
(beat)
But I won't settle for a half-life.

Clark takes it in somberly. Then he lifts his head, as if listening to something far away.

CLARK
(beat)
A plane's in trouble over Paraguay.
(looks at her)
Lois...

LOIS
Go ahead. Just don't forget to come back for me.

And Clark's gone in a flash, leaving Lois alone with her thoughts.

EXT SPACE- NIGHT

The Skull Ship looms through the vacuum of night, menacingly.

INT SKULL SHIP CONTROL ROOM- NIGHT

Brainiac materializes in the transporter booth and is joined by the hovering L-Ron.

Brainiac touches keys, and the visual of space outside is replaced by footage of Superman on the huge View-Screen.

L-RON
And you want this flying man?

Brainiac punches some buttons, and the specs on the Eradicator fill the screen.

BRAINIAC
I couldn't care less about the Kryptonian. It's the Eradicator I'm interested in.

(CONTINUED)

CONTINUED:

L-RON
Which is?

BRAINIAC
A computer constructed and programmed by the greatest scientific mind outside my own ever to grace the universe. And its program upon jettisoning from Krypton, according to the meager data I was able to ascertain as it slipped from my grasp: protect the child of Jor-El.

INT HEART OF THE SKULL SHIP- NIGHT

Brainiac and L-Ron pass through the body of the ship- a criss-crossing series of metal tubing and data banks.

BRAINIAC
Eradicator was programmed to lie dormant. Jeopardizing or terminating the life of the Kryptonian will activate the technology.

INT. MENAGERIE - NIGHT

Doors hiss open, and the pair enter the vast Menagerie - a zoological collection of various species the pair have collected on their journey through the galaxies. Brainiac heads to one in particular - a knee-high, translucent tube, filled with what looks like the contents of a lava-lamp.

L-RON
So what do we need Lex Luthor for?

BRAINIAC
We require his knowledge of the Kryptonian child we know so little about. He can also provide us with the raw materials necessary to bring about this 'Superman's' downfall.

L-RON
To what end?

(CONTINUED)

CONTINUED:

BRAINIAC
Estimated intelligence level following interface with Eradicator technology: one point three billion trigs.

L-RON
Right. Let's kill the cape.

Brainiac opens the case, extracting an embryonic proto-plasmic lifeform. It looks harmless, if ugly, letting out a meager yowl. He places it into a missile-looking tube, sealing it closed.

BRAINIAC
Once I assume control of Eradicator technology, we will vacate this primitive world and destroy it from above.

A hole opens in the wall, and Brainiac slides the tube into it. Brainiac depresses a large button on the panel.

EXT. SKULLSHIP - NIGHT

The tube rockets from the rear of the ship, and heads towards Earth.

EXT. METROPOLIS PARK - NIGHT

The capsule rockets into the atmosphere and pierces the ground.

The tube imbeds itself deep within the planet's core. There, the lifeform begins to stir, slowly growing and taking grisly shape.

EXT. DAILY PLANET BUILDING - DAY

The streets of Metropolis bustle below, as we hear...

PERRY V.O
One more time, Olsen- in English, please: how did we get these shots again?

INT PERRY WHITE'S OFFICE- DAY

CU COMPUTER MONITOR- we scroll through photos of the Corto Maltese incident.

JIMMY VO
Like I said- I'm wired.

(CONTINUED)

CONTINUED:

Clark and Lois sit in front of Perry's way-too-busy desk, watching Jimmy clicking on a mousepad. PERRY WHITE, the Planet's venerable old Editor, watches, befuddled.

JIMMY
I've linked my home page to the home pages of thousands of other photo- journalists around the world. We exchange images all the time.

CLARK
Jump into the cyber pool with the rest of us, Mister White.

PERRY
(to Jimmy)
And we're allowed to run these pictures?

JIMMY
Free and clear, with a photo credit.

LOIS
Give the kid a break, Perry. He's all about the paper.

PERRY
Lois- my office. *My* office.

CLARK
I think Lois has trouble remembering that, Mister White.

LOIS
Eat it, Smallville.

PERRY
Alright, Olsen. You can keep your computer-thing up. Now vamoose.

Jimmy shuffles by Lois, who pats him on the back. Perry slumps in his chair.

PERRY
Down to brass tacks- what have either of you got on the rumored LexCorp takeover?

(CONTINUED)

CONTINUED: (2)

LOIS
Scant info, as always, Chief. Seems S.T.A.R. Labs is maintaining that LexCorp has made initial inquiries, but no papers have been shuffled. Although Doctor Schuster swears LexTech is gearing up for something hostile, there's nothing concrete.

PERRY
The only concrete Doctor Schuster better worry about is the shoes Luthor may slap on him if he gets wind of the leak. I want that man protected while he feeds us whatever info he can. What else have you got?

LOIS
Unsubstantiated rumors of something spotted by the fellas up at the observatory. An anomaly of some sort. Sounds like a story up Smallville's alley.

CLARK
I believe Mister White gives out the assignments here. 'Laney'.

LOIS
Don't call me that.

CLARK
Then don't call me Smallville.

The phone rings. Perry pounces on it.

PERRY
White- go!...What?..I'll be right there!
(slams down the phone)
Both of you stay here and hash out who gets the space-thing. I'll be right back.

Perry storms out of his office, leaving Clark and Lois alone. There is some silence. Then...

(CONTINUED)

CONTINUED: (3)

CLARK
I'm sorry I didn't stay over last night.

LOIS
I'm an adult, Clark. I'm not throwing a hissy fit just because you missed my sleepover.
(brushes off her skirt and rises)
I read that everything went okay with the plane you saved- as always.

CLARK
I would have told you that if you would've spoken to me during the flight home.

LOIS
Kind of hard to talk with the enormous wind pressure belting me in the face.

CLARK
I'm just having a hard time understanding what I said that was so wrong.

LOIS
You didn't say anything wrong- that's the problem. You said *everything a woman spends her* whole life waiting for a man to say to her.

CLARK
Then why your reaction? Why this distance?

LOIS
Because you're not a man, Clark. You're a god.

Clark attempts to say something, but pauses. He listens to seemingly nothing.

INT EARTH'S CORE/METROPOLITAN PARK

The capsule that Brainiac shot into the ground is now huge, and growing larger. The shadowy image inside is hard to make out. But whatever it is, it's big- and so is its FIST, as it punches through its protective sack.

INT PERRY WHITE'S OFFICE- DAY

Clark is still listening. Lois looks at him, puzzled.

LOIS
What is it?

INT DAILY PLANET CITY ROOM- DAY

Journalists look up from their keyboards, as the room begins to shake.

INT PERRY WHITE'S OFFICE- DAY

Clark raises his hand to his neck, as a low rumble fills the vibrating office.

INT EARTH'S CORE

Amid the boiling, burning magma, the capsule explodes, and something monstrous begins streaking upward through solid rock.

INT PERRY WHITE'S OFFICE- DAY

Lois looks slightly panicked.

LOIS
That's not a tremor, is it?

CLARK
I checked the continental plates last week- they haven't shifted in this part of the world for years.

EXT METROPOLIS PARK- DAY

Suddenly, the ground explodes, the Earth erupts, and hell breaks free. There, amidst the settling dust and gravel, stands an unearthly monster- ferocious and gray in appearance, leathery skin pock-marked with rock-like protrusions.

Doomsday has arrived.

INT PERRY WHITE'S OFFICE- DAY

Perry comes in.

PERRY
There's a report of an explosion in Metropolis Park!

(CONTINUED)

CONTINUED:

LOIS
(grabbing Clark)
We're on it, Chief.

She pulls Clark out of the office at a speedy clip.

EXT STAIRWELL- DAY

The door flies open and Lois and Clark rush in. Lois slams the door closed behind her.

LOIS
Sounds like a job for...

CLARK
(pulling off his jacket)
I want you to do me a favor- whatever you do, stay away from Metropolis Park. I've got a bad feeling about this.

LOIS
I've got a good feeling that whatever it is *is* news. And me being a journalist...

CLARK
Lois-no!

Lois looks into his eyes. There's something resembling fear.

CLARK
(softening)
Please-stay put.

LOIS
Go find a phone booth.

Clark dashes away, taking the stairs two at a time, then five. In the blur that travels at more-than-human speed down the flight after flight, the colors that emerge from the gray of Clark's suit, to the familiar blue and red.

At the point of departure.

LOIS
(in a whisper)
Be careful, my love...

EXT DAILY PLANET BUILDING- DAY

Through the revolving doors shoots the Man of Steel, creating a sonic boom in his wake, sending the papers, trash and hair of Metropolitans flying.

EXT METROPOLIS PARK- DAY

Doomsday hurls himself at the stone entranceway to the park, tumbling the structure, sending pedestrians scattering. He leaps into the traffic outside of the park, and begins tossing cars, to and fro.

Cars hit buildings, other cars, newspaper stands, devastating anything in their path.

Superman stands, cape flowing, face full of purpose.

SUPERMAN
You're new. And unwelcome.

Doomsday eyes the Man of Steel. The pair begin their fight, throwing punches and kicks...

Doomsday grabs Superman by his cape and swings him into the air.

Superman crashes through the center of a skyscraper.

INT METRO STOCK EXCHANGE

The TRADERS flail about- business as usual. Then, Superman crashes through the boards, landing head first into the well-known STARTING BELL. All eyes turn to Superman.

SUPERMAN
Sorry.
(beat)
How's the Dow Jones?

After a beat of silence...

VOICE
Up by four and a quarter.

SUPERMAN
(nods)
Okay, then- trade on.

He rings the bell and whips out through the hole he made coming in.

INT SKULL SHIP

On the main screen, we see the combatants fighting.

L-RON
He's incredible. He just keeps going.

BRAINIAC
I call it 'Doomsday'.

L-RON
Not that thing- Superman. Look at him battle. And did you notice how he goes out of his way to not harm any bystanders?

Brainiac offers the little robot a dour expression. L-Ron deflates a bit, cowed.

BRAINIAC
I wouldn't lay wagers on the Kryptonian just yet.
(pushes a button on the control panel)

EXT SKULL SHIP

The Skull Ship's hatch opens. A satellite emerges, ejecting into space. It orbits between the Earth and the Sun. When it comes to a stop, it opens- unfolding an elaborate series of panels.

EXT METROPOLIS STREETS- DAY

While trading punches with Doomsday, Superman pauses a moment and listens to the sky. Through his super-hearing, we catch the sounds of...

EXT SPACE

The satellite completes its metamorphosis. Hanging high above the planet below, it powers up. Suddenly, black light erupts from the contraption, negating the sun's rays. The light that shone on Earth now fades as Brainiac's Shadow-Caster goes to work.

EXT METROPOLIS- DAY

Or rather, NIGHT- as the sun- eclipsed by Brainiac's device- disappears, plunging the Earth- and the City- into darkness.

INT DAILY PLANET BUILDING- NIGHT

Lois and Jimmy watch from the windows. The City Room's in a panic. Perry joins them.

PERRY
(handing them photos)
This just came in from Government Weather Satellites...

The photos show the ShadowCaster in its dormant and operative mode.

PERRY
Something...or someone...is blocking the sun.

Lois stares at the photos, processing.

LOIS
That's ridiculous, Perry. What- are they holding the sun for ransom? What would anyone gain by manufacturing an eclipse?

Then, she freezes. She knows what can be gained.

LOIS
(under her breath)
Clark...

PERRY
Kent? He'd better be out there, which begs the question, Lois- why aren't you out there with him?!

Lois looks up at Perry, in a fog. She shakes it off.

LOIS
You're right.
(dashing off)
I've got to help Clark!

EXT METROPOLIS STREETS- NIGHT

Superman takes a hit from Doomsday and goes stumbling backwards. He pauses and notices the fading sunlight. Then, it dawns on the Man of Tomorrow...His power source is being cut off.

(CONTINUED)

CONTINUED:

Doomsday plows into him. Superman fights back valiantly, but knows that he's being depleted. Superman begins to falter.

Doomsday turns his attention on...

A Military Tank proceeds down the avenue. Doomsday puts his fist through the cannon and lifts the vehicle off the ground. He swings it like an extended arm at Superman, who ducks the swing- only to be hit by it when Doomsday shakes it loose. Superman catches the tank and rests it on the ground, helping its shaken passengers out of the interior.

Doomsday is on him anew, holding Superman in a headlock.

Then, we hear a high pitch shriek sounding. Superman winces- the sound filling his head. The shriek fades, and we hear tapping, as if on a microphone, and...

LEX V.O.
Is this thing on?
(chuckles)
Hello, blue-boy. It's your better- Luthor- speaking to you from a frequency that only super-hearing can detect.

INT LEX'S OFFICE- NIGHT

Lex looks out upon the prematurely darkened Metropolis- a microphone in his hand.

LEX
Things don't look too good for you, alien. It seems I've finally found your Achilles heel.

EXT METROPOLIS STREETS- NIGHT

Superman fends off Doomsday, fighting back with all his might.

LEX VO
All along, it was Earth's yellow sun that affected your molecular density. Without it,you're not that impressive. So I snuffed it out. Look at you- alone, beaten, nearly broken.
(MORE)

(CONTINUED)

CONTINUED:

LEX VO (cont'd)
Where are all the good people you've put your neck on the line so many times for? You'd think they'd return the favor.

Lois slides across a cab's hood, rushing toward the ruckus. She muscles through the crowds that safely keep their distance.

Superman is looking worn. Doomsday throws a punch that actually draws blood. The Man of Steel drops to his knees, Lex's voice still filling his head.

LEX VO
You'd think the solar energy that you store would last longer, wouldn't you? I mean, you fly at night and there's no sun then? Why are you weakening now?
(chuckles)
Apparently, soaring through the sky, catching muggers, and rustling the occasional cat burglar doesn't take the effort it's taking you to hold your own against the mindless wonder there. As he knocks tar out of your Kryptonian ass, any stored solar energy you may have is being exhausted. Plainly put- you're running out of gas, and the pumps are closed.

Doomsday leaps atop Superman, beating him down, savagely. Superman's running out of time.

EXT. ANARCTIC

The snow is almost blinding, even in the darkness. We pan across the tundra and drop into a large canyon.

INT. ANARCTIC CANYON

Buried deep in the snow, we see the main chamber of the ESCAPE CRAFT that brought Superman to Earth, all those years ago.

INT. CRAFT

In the cabin, electrical pulses start to ignite. A screen forms, exactly as it had above the infant's head during Brainiac's siege.

(CONTINUED)

CONTINUED:

The screen ignites with a series of random numbers and Kryptonian letters, until they form into the 'S' insignia.

EXT. METROPOLIS STREETS

The torn 'S' insignia on Superman's chest, dripping with blood. Superman gives it his all against the mindless Doomsday, the voice of Lex still filling his head.

LEX V.O.
I really just called to tell you that your reign is over. You're being replaced. And this city...this world is about to fall on its knees before LexCorp and its CEO.

We hear Superman's heartbeat - and it's not that strong.

INT. CRAFT

Back in the Antarctic, the heartbeat faintly echoes through the cabin. The 'S' on the screen gives way to a VITAL SIGNS graph, including a heart-rate monitor. All the signs are dangerously low, as indicated by the readout.

EXT. ANARCTIC CANYON

The body of the rocket dislodges itself from its interior cabin, and the cabin sinks into the snow. All is quiet. Then, there's a rumbling.

Suddenly, the snow erupts in a white explosion. Pillars rise and connect. A structure is slowly erected - biomechanical in nature. Chambers form, walls - it all distantly resembles the architecture on Krypton. Once complete, all is quiet again.

EXT. METROPOLIS STREETS

Superman and Doomsday go at it, both weakening. But it's clear Superman's the worse off.

Lois pushes through the crowd, followed by Jimmy. Her eyes go wide.

LOIS
Clark! Go! Fly away! Get out of here before that thing kills you!

(CONTINUED)

CONTINUED:

His power diminished, the Man of Steel is on the ropes. His lethal opponent, too, appears to be reaching for the grave. But neither relents. And even now, Superman still has Lex's voice inside his head.

LEX V.O.
You're finished, Kryptonian. It's over. You had no place here from the start, but here you'll die...

C.U. ON SUPERMAN - who allows himself a quick, pained glance at...

C.U. ON LOIS - eyes filled with tears.

C.U. ON SUPERMAN - as he manages a final weak smile, as if to say goodbye.

LEX.V.O.
I just wanted you to know who it was that beat you, boy!

C.U. ON LOIS - she at first smiles through her tears as well, until she realizes what it means.

LOIS
(shaking her head; screaming)
NOOOOOO!

And the pair throw their last punches at one another. They connect, blasting one another in the head, the shock of their mortal blows exploding like a sonic boom throughout Metropolis.

C.U. ON LOIS - wide-eyed.

C.U. ON JIMMY - who stops snapping photos and looks up.

INT. LEX'S OFFICE

C.U. ON LEX - who stares down at the tiny spectacle from high above, smiling.

EXT. METROPOLIS STREETS

And in a moment that seems like an eternity, the two mighty combatants fall to the ground.

SMASH CUT
TO:

INT. FORTRESS

...And the ERADICATOR comes on-line.

The screen fills with Superman's Vital Stats - the Eradicator picking up on Kal-El's genetic code. The heartbeat dulls.

A map of the world fills the screen. We digitally race through it and land in...

EXT. METROPOLIS STREETS

The city is paralyzed. Then, the crowd starts to move - news crews and military personnel converge, crowding around the fallen Superman.

Lois fights her way through the masses, dropping to her knees beside the fallen Man of Steel. She lifts his head from the rubble, cradling it. He opens his eyes, partially.

SUPERMAN
(weakly)
Is...is it...

LOIS
Shhhhh...you did it, Clark. You did it.

SUPERMAN
(looking into her eyes)
Lois...

And then he goes limp. Lois breaks down. The crowd is in shock.

Superman is dead.

INT SKULL SHIP

Brainiac and L-Ron smile at the same image on the ship's view-screen.

BRAINIAC
If my calculations are correct, the technology will be coming online soon.

INT FORTRESS

The Eradicator Monitor displays the mapping system, with a flashing red indicating the fallen Superman's location.

INT SKULL SHIP

L-Ron looks up from the monitor on the control panel.

L-RON
I've got a faint signal, my liege. But the radiation levels are not native to this planet.

BRAINIAC
(after the image comes up)
The Eradicator. Lock onto that signal and trace.

INT FORTRESS

THe mapping on the Eradicator screen transposes, and rises above Metropolis, landing on a diagram of the Skull Ship. Over the image flashes the message 'PREDATOR DETECTED'.

ERADICATOR
...Brainiac!

The image disappears, replaced with 'ACTIVATING CLOAKING MODE'.

INT SKULL SHIP

The flashing on the view screen mapping system stops.

The screen goes blank, except for 'TECHNOLOGY OFF-LINE'.

BRAINIAC
WHAT?!?!

L-RON
It was there! Tell me it wasn't just me- it was right there! The only way that thing could ace our trace is with...

BRAINIAC
A cloaking device! It's hiding itself from me!

(CONTINUED)

CONTINUED:

Brainiac lets out an ungodly screech.

A tendril retrieves Green ENERGY PRISM Jor-El had loaded into the craft. The tendrils insert the prism into the screen, which brightens, reading 'APPROXIMATE CHARGE TIME TO OPTIMUM PERFORMANCE LEVELS- 96:00 HOURS'. The hour clock begins counting down.

INT SKULL SHIP

On the control board, a signal beeps. Brainiac punches a button anxiously, only to be greeted by Lex's face on the view-screen.

LEX
What are you waiting for? Phase two! If this is going to work, we have to move to Phase Two, now!

Brainiac scowls at the screen and switches off.

BRAINIAC
Insolent ape.
(to L-Ron)
Animate the carcass.

CU ON DOOMSDAY'S EYES- a high pitched charge is heard, and the dead eyes snap open.

The creature stirs, then sits bolt upright, growling. THe crowd begins screaming.

The tearful Lois looks up from her fallen lover, to see Doomsday moving.

INT SKULL SHIP

L-Ron enters codes and presses buttons, animating Doomsday's corpse, which we see on the view screen.

BRAINIAC
Finish this mess so we can concentrate on finding the technology!

L-Ron hits a button.

EXT SKULL SHIP

From the Skull Ship's bow, a red beam emits, cutting through space.

EXT METROPOLIS STREETS

The beam strikes the animated dead body of Doomsday, incinerating it. People leap out of the way as Doomsday explodes.

Metropolitans look skyward for the source of the blast, but find nothing.

Lois is among them, for a beat. She then goes back to cradling her lover's head. Jimmy comforts her then sadly stands, looking through the eyepiece of his camera.

JIMMY
Rest in peace, Big Guy.

We hold on the frozen photo image of the Man of Steel, held by his secret love.

FADE TO:

EXT METROPOLIS SKYLINE- NIGHT

The city is dark- both in mourning and in lack of the sun.

EXT METROPOLIS STREETS- NIGHT

On the streets below, artificial light is cast from high-powered **LexCorp** kliegs. It's the same straight down the Avenue- LexCorp Lights, everywhere.

And people as well. The crowds are enormous- all wearing black armbands emblazoned with Superman's 'S' shield. They scramble to get a look at...

A horse-drawn CARRIAGE, in the midst of which is a CASKET. Its open top reveals Superman- eyes closed, peaceful, his cape hangs over the lid.

CAT GRANT V.O.
Four days after he gave his life valiantly defending this city and perhaps the world from teh rampaging creature of unknown origin, Superman is laid to rest.

EXT METROPOLIS PARK- NIGHT

Its backdrop draped in black, with a blown-up photo of Superman in better days adorning the center, the VIEWING STAGE holds various city and world DIGNITARIES, who stare mournfully at the approaching Carriage.

WGBS Newsperson CAT GRANT addresses her camera team, flanked by Lois.

CAT
Cat Grant here, bringing you WGBS' continuing coverage of what the President has called"...the world's darkest hour." Offering her perspective on this sad and historic day is Daily Planet reporter Lois Lane- whose name is synonomous with the Man of Steel's. Is there any confirmation that the bolt from the sky that incinerated the creature came from an anti-nuclear satellite?

LOIS
So far, S.T.A.R. Labs has been unable to confirm the source of the beamm, although they're looking into seemingly related occurences.

CAT
And what of that eclipse? Around the globe, crisis management teams are working tirelessly to counter its effects.

EXT RED SQUARE, RUSSIA- NIGHT

LexCorp kliegs are powered up, shining light onto the square.

EXT NEW YORK CITY-NIGHT

The same in Times Square.

EXT AFRICAN DESERT- NIGHT

Same here, as the lights reveal LexCorp trucks being emptied of LexCorp food supplies.

(CONTINUED)

CONTINUED:

CAT VO
Finacial analysts have predicted that LexCorp will make billions from around the globe as the sole supplier of available energy.

EXT METROPOLIS PARK- NIGHT

Atop the viewing stage, sitting amongs the Dignitaries is Lex himself.

CAT VO
...the burial monument was commissioned by Luthor himself, and built in a record three days. Earlier, Lex had this to say about the Man of Steel: "There will never be another like him."

Cat addresses the camera, as a glassy-eyed Lois tries to compose herself.

CAT
Let's count ourselves fortunate that even in the midst of his battle- the Man of Steel was able to protect the lives of his city. So far, zero casualties have been reported.

LOIS
Although my...
(choking it back
My...colleague at the Daily Planet, Clark Kent is still...missing. The apartment building where he lived was demolished in the battle. Rescue teams have been sifting through the rubble for the last few days, but so far, no sign of...of him.

CAT
(to camera)
More on that story tonight, but right now, the procession has reached the tomb.

The carriage comes to a halt, and a priest says a blessing over the Man of Steel's body, closing the casket lid.

(CONTINUED)

CONTINUED:

PALLBEARERS lift the casket off the carriage, carrying it toward the MONUMENT beside the viewing stage: a huge, bronze replica of Superman, in his up, up, and away stance.

Jimmy snaps away, stopping momentarily to wipe a tear from his eye, as the Pallbearers insert the casket into the base, sealing the metal doors.

INT SKULL SHIP

On the view screen, digital tumblers lock into place, and a message flashes: 'ALARM ENGAGED'.

L-Ron turns to Brainiac, who is suiting up in some uncharacteristically resplendent costuming, complete with cape.

L-RON
The security measures are activated. If anything breaches the tomb, we'll know about it.
(beat)
And who, might I ask, is opening for my liege in Vegas this weekend.

BRAINIAC
(off outfit)
Lex Luthor's idea of what a Kryptonian should look like alone marks him for execution.

L-RON
What do we need that guy for anyway now that the cape is dead.

BRAINIAC
Under his protective lies, we need not worry over persecution. I have not come this far to put up with the annoyance of battle. Once we have the Eradicator, I will be as god- and this planet will be the first to feel my wrath. Prepare the skiff.

EXT METROPOLIS PARK- NIGHT

Riding a cherry-picker, the Mayor is raised to the outstretched arm of the statue, where he hangs Superman's Cape.

EXT METROPOLIS PARK

The crowd that can't get near the tomb watch the burial on WGBS' rooftop Diamond Vision screen. Suddenly, the image of the funeral is interrupted by another familiar symbol: The Bat-Signal! It gives way to a shadowy image of the Dark Knight, deep within the Batcave.

BATMAN
Good evening, Metropolis. It is with heavy heart that I offer you my and Gotham's deepest *condolences*.

From atop the viewing stage, Lois and the others stare up at the screen.

BATMAN VO
The gaurdian of your city...of the world...held Metropolis and its inhabitants very near to his heart.

The message continues on the screen.

BATMAN
It's been said that he fought a never-ending battle for truth, justice and the American way. To say that belittles the man, for he fought not just for our nation, but for the world- a world that was never truly his. Honor him well by keeping his memory alive in the face of this adversity. From this day forward, we forever shoulder the burden of a world without a Superman.

The Dark Knight withdraws further back into the shadows, until he is completely unseen. The Bat-Signal comes up again, and then scrambles into the image of the funeral below.

On the viewing stage, Lex emerges from the Dignitaries and approaches the podium.

LEX
People of Metropolis- I, too, have a message of hope. In all actuality, it is kept a secret.
(MORE)

(CONTINUED)

CONTINUED:

LEX (cont'd)
A secret too-long kept by myself...and the Superman.

A murmur goes through the crowd.

Atop the viewing stage, Lois looks at Lex, suspiciously, as Lex continues.

LEX
Superman's job was not to watch over our city, but instead pave the way for an amazing new era in this planet's history.

Cat moves closer to Lois, whispering.

CAT
Has the old man finally lost it completely?

LOIS
I think it's worse than that.

Lex encourages applause from the confused crowd.

LEX
Over the last two years, Superman and I had been working closely to prepare this world for its introduction to more extraterrestrials like himself...and like the gentlemen, I give you the true power behind our fallen Man of Steel...BRAINIAC!

And a HOVER-SKIFF lowers from the sky, shocking and wowing the crowds. Lex giggles to himself, Lois stares up, confused.

Riding the Hover-Skiff with a dour expression is Brainiac. He surveys the crowds beneath him, and then beside him, as the skiff comes to a rest atop the viewing stage. Urged by Lex, he approaches the podium, as a hush falls over the crowd.

BRAINIAC
Today marks a terrible day for our planet Krypton. Superman, as you called him, was a herald of the highest order, having gone before me to many planets, preparing them for first contact. I stand before you now in the spirit of hope and peace.

(CONTINUED)

CONTINUED: (2)

A cheer goes up from the crowd. Brainiac looks out uppon the thrall, emotionless. Lex pats him on the back, whispering in his ear.

LEX
Keep it up! They're buying it!

Lois watches Brainiac's and Lex's interaction with suspicion, but her face belies fear that what's being said may be the truth.

BRAINIAC
His true mission was kept secret from you to protect you, until you were ready to accept aliens into your world. Sorrowfully, my herald gave his life fighting the beast, weakening it so that I was able to kill it using the power of my ship above.
(the crowd murmurs)
The creature was itself a scout from a race of war-mongers that have designated this planet for annihilation! But in concert with Superman and Lex Luthor, I have been able to blanket your planet in darkness to protect you from the approaching hordes.

Lois goes bug-eyed, her journalistic instincts kicking in.

LOIS
(charging podium)
Wait a second, wait a second!
(to Lex)
What is he talking about? Is he saying that you two...what...blocked out the sun?!

LEX
Ms. Lane, let the deity speak, please.

BRAINIAC
Using materials provided by Lex Luthor and my own advanced technology, I fashioned a device to enshroud the planet in a darkness that will provide camouflage.

(CONTINUED)

CONTINUED: (3)

LOIS
From what?!

BRAINIAC
From them.

Suddenly, the dark skies above shimmer, and an ARMADA OF SHIOPS can be seen moving slowly through space,patroling. With the multitude of spacej-craft visible, it would appear that Earth is under attack.

The Metropolitans panic, screaming, moving to run. Brainiac holds his hands out.

BRAINIAC
Do not fear. We are invisible to the Armada.

The crowd calms, listening to Brainiac.

BRAINIAC
The forced eclipse that darkens the skies is what keeps us hidden. The menace above cannot detect your world and will slowly pass through your galaxy within days. Once they have moved on, the eclips will end, and the sun will be seen again.

LEX
(stepping up)
Until that time, LexCorp energy will fuel the planet, and LexCorp industrial services will keep the world operating smoothly, as if the sun had never left.

The crowd slowly breaks into applause.

Lex smiles, joining hands with Brainiac and raising them into the air. Brainiac seems to be confused by this, but goes along with it. His attention is more focused on...

The Tomb. Surrounded by peope, Brainiac cannot see it.

INT. FORTRESS

The Eradicator screen's clock counts down to zero, then reads 'CHARGE COMPLETE'.

(CONTINUED)

CONTINUED:

The screen fills with Superman's 'S' insignia. It glows red.

INT. TOMB

Back in Metropolis, inside the casket, the 'S' on Superman's chest also begins glowing red. Then, the fallen Man of Tomorrow shimmers ouit of sight - teleported.

EXT. METROPOLIS PARK - NIGHT

The oblivious Lex urges Brainiac to further address the crowd.

BRAINIAC
Like Superman, I will endeavor to protect Earth and it's inhabitants. It's the least I can do in return for your warm, war welcome...
(beat)
And in memory of Superman!

Brainiac raises his arms like Nixon. The crowd goes wild.

Luthor leads the crowd in a rallying cry of cheers for Earth's greatest hero, Brainiac. And as Cat Grant rushes the podium to get an interview with the 'heroic pair', Lois stares at them both coldly and at a loss, amid the thrall of support for Brainiac.

FADE TO BLACK.

INT FORTRESS

CU ON SUPERMAN'S FACE - his eyes snap open after a beat.

Superman lays in a Kryptonian RESUSCITATION CHAMBER, immersed in a gelatinous, green mass. He sits bolt upright, breaking out of the dense goo. He throws up a lungful of the muck, and inhales deeply. He slowly rises, wiping the jelly from his body and face. The old blue and red togs are gone. He wears a black body suit. He looks around.

It's the Fortress as we've already seen it. High ceilings, foreign technology - none of it familiar.

(CONTINUED)

CONTINUED:

Then, there are ripples along the surface of the gelatin within the Resuscitation Chamber. Then, the entire bath suddenly stirs, and begins rising from the floor. A tendril forms, snaking out of the goo. It 'stands' on solid ground, and the chamber begins 'pouring' itself around it.

Superman processes, slowly taking in his surroundings as, behind him, a person is growing. We then hear...

ERADICATOR
Greetings, Son of Jor-El.

Superman turns quickly to see a being who bears a passing familiarity to his Kryptonian father, in terms of stature and dress. It is the ERADICATOR.

ERADICATOR
I trust your death went well.

Superman stares wide-eyed at the Eradicator. He makes a move toward him, which the Eradicator mimics. They both freeze for a beat. Superman makes another quick move, again imitated by the Eradicator. Stalemated again, Superman leaps into the air in an attempt to fly. He instead hits the ground. The Eradicator stands over him.

ERADICATOR
I'm not clear on the rules of this engagement, Kal-El. But if I'm winning, I apologize.

Superman climbs to his feet.

SUPERMAN
What's going on here?! How do you know my Kryptonian name?!

The Eradicator begins gliding through the Fortress, stopping at various computers and gadgets, adjusting and moving on. Superman follows him.

ERADICATOR
I am what remains of the genius of your Kryptonian father, Jor-El. He programmed me to shape-shift into any form, including the chamber that healed your wounds.

(CONTINUED)

CONTINUED: (2)

SUPERMAN
So... I'm not...
(swallows)
...dead?

ERADICATOR
No, but by rights you should be. A lesser being would have surely died.

SUPERMAN
How did you find me, or even know I was dying?

ERADICATOR
Your father tied your genetic code to my programming. As long as I function, you will always live.

Superman is taken aback. The Eradicator stands before a wall of ice.

ERADICATOR
Onscreen.

A view screen fills the wall, and begins filing through interplanetary maps, quite like the ones the Eradicator had flipped through when Superman was an infant.

SUPERMAN
Do you know what happened to the sun?

ERADICATOR
There are two possible versions: the one being offered by that which presents itself as this world's savior, and the truth.

EXT METROPOLIS - NIGHT

We get our first look at what Metropolis has become, the most noticeable addition being Brainiac's CITADEL. Formed by the Skull Ship now resting atop the twin Metro Towers, the Ship has 'grown' - encasing the buildings in the steel of it's hull, squid-like in nature.

The Diamond Vision screen atop now airs updates and reports of the Armada'sdistance from Earth.

(CONTINUED)

CONTINUED:

At the LexCorp Building, we can see Luthor - flanked by bodyguards - on the front steps. He stands at a podium before a thrall of bundled-up members of the PRESS.

LEX V.O.
As his designated representative, Brainiac has asked me to give you this latest update.

EXT LEXCORP BUILDING - NIGHT

At the podium, Lex reads from a prepared statement.

LEX
According to his calculations, the Armada should completely pass through our solar system in a matter of days. At which time, the sun will return!

The Press let out a cheer - Lois stands among them, looking on suspiciously. Lex smiles, nodding. While they jockey for position, Lex calls on Cat Grant.

CAT
Is there any truth to the rumors that once this threat has passed, Brainiac plans to introduce our planet to a wondrous new age of technological enlightenment?

LEX
Oh yes. You'll never believe what he's got in store for us.

CAT
Any hints?

LEX
Let's just say that all of us who used to look at Superman and dream of flight will soon be able to honor his memory... by engaging in the same activity!

CAT
Incredible!

(CONTINUED)

CONTINUED:

LOIS
(yelling)
You've announced yet another in a series of estimated dates by which time the Armada will be gone. We've been fed these estimations since Brainiac first appeared, and scientists are saying that the planet cannot take much more of this cold.

LEX
LexCorp Fusionics are taking care of that, Ms. Lane. We've been heating the crustal plates using nuclear power for weeks now. I assure you, the planet will be fine until the sun returns.

LOIS
There are rumors of a rebellion of sorts - a group that doesn't necessarily trust or believe either you or Brainiac.

Lex's eyes flare briefly, then settle. He smiles kindly.

LEX
Ms. Lane, this city - this world - knows how much Brainiac has done for us. There are some people who'll take issue with anything, for the sake of being contradictory. Don't let their bitter voices echo louder than the joyous praise of the majority.

LOIS
Ironically enough, you were once the bitter minority, complaining about Superman's interference with the planet, yet now you lay like a lapdog at the feet of Brainiac. Why the switch?

LEX
I did not understand Superman's purpose. Brainiac explained it to me. I only wish I had known his import before he died.

(CONTINUED)

CONTINUED: (2)

LOIS
Call me a skeptic, but somehow I don't buy your sincerity, Lex.

LEX
Well, Ms. Lane...
(opens coat)
It's like the shirt says...

Lex rips open his button-down shirt, Superman style, revealing a t-shirt beneath.

On it, is the image of a stone-faced Brainiac, around whose head the letters spell out 'I'M A MANIAC FOR BRAINIAC'. The Press cheers. Lex owns them.

CU ON THE SHIRT - as we cut to...

INT SKULL SHIP CITADEL

The same shirt, only on a different being - L-Ron. The T-shirt drapes over his small form, as he hovers near a control panel, throwing switches.

Brainiac lays in midst of an enormous device. A helm is lowered over his head. He points to L-Ron, who in turn presses a button. Pure energy shoots through Brainiac, sending him into convulsions.

On the device monitor, there is an illustration of the device pulsing with rising(the amount Brainiac is sucking up) and decreasing (the amount he's taking) numbers. The source of this power, according to the graphic? The Earth's Core.

L-Ron shuts the machine down. Brainiac throws off the helm, rising.

BRAINIAC
Three weeks since that first signal. How much longer must I live like a vampire off this miserable rock?!?

L-RON
Another search team has been dispatched to cover the area just north of the equator.

L-RON
There's a security team at the tomb, plus the security seal that alerts us of a breach.

(CONTINUED)

CONTINUED:

BRAINIAC
The technology must be found soon, L-Ron. This planet's core grows as unstable as Krypton each time I tap into it. Time is running out!

Brainiac storms off. L-Ron watches him go.

L-RON
Bitch, bitch, bitch.

INT. FORTRESS

Superman and the Eradicator stand before stand before the viewscreen of maps.

ERADICATOR
Brainiac will surely destroy this world as he did Krypton, all the while hunting me, which endangers your life. That is against my programming. We must find you a new home.

SUPERMAN
Earth is my home! You expect me to just leave it behind? Leave everyone here to die, just to save myself?!

ERADICATOR
Yes.

Superman stares at the Eradicator who, childlike, doesn't understand the issue.

SUPERMAN
Then what makes you any different than Brainiac?

ERADICATOR
His programming is one of self-preservation. My programming is to ensure your well being.

SUPERMAN
At the cost of the billions of lives I'd be leaving behind? Absolutely not. We're staying here and fighting this thing.
(storms away)
Where's my suit?

(CONTINUED)

CONTINUED:

ERADICATOR
(following)
Have you forgotten that you no longer have your powers?

SUPERMAN
I'll figure something out. Earth needs me.

ERADICATOR
You valiantly champion your adopted homeworld, Kal-El, but do you think it the only planet in need of you? Or this the only galaxy?

Superman locates his blue and red togs. The Eradicator grabs the old suit from him.

SUPERMAN
I belong to anyone who needs me - right now, that's Earth.

ERADICATOR
Without the sun, the Earth will wither and die in a matter of days.

Superman stares at the Eradicator for a beat, sadly - he's powerless to help.

SUPERMAN
I have to at least try. That's in my programming.

The Eradicator processes this, and stands back, perplexed.

ERADICATOR
Then what exactly do you suggest?

Superman thinks for a moment, then looks purposefully at his savior.

SUPERMAN
Can you fly?

INT LEX'S OFFICE - NIGHT

Lex looks out of his huge window, smiling.

(CONTINUED)

CONTINUED:

LEX
Oh, Superman... if only you could see me now.

The doors open. Lex's PRESS SECRETARY steps in.

PRESS SEC
Time for your noon with the Daily Planet.

LEX
Is it noon already? So hard to tell anymore.

Lois and Jimmy enter.

LEX
Lois!
(kisses her hand)
It seems like it's been ages since last we spoke.

LOIS
(sitting)
It's the lack of sun, Lex.

LEX
Good ol' Lois - always a quipper, aren't you?

LOIS
So you believe everything Brainiac has told you?

LEX
This anti-Brainiac rhetoric you've been spouting both today and in the pages of the Planet, Miss Lane - it's dangerous. I only pray that your columns continue to be read as merely socio-political criticism - and not an act of sedition.

LOIS
Sedition? Since when is an opinion considered sedition?

LEX
What do you think those huge ships are - parade floats? If you unsettle Brainiac with your mistrust, you put this planet in peril.

(MORE)

(CONTINUED)

CONTINUED: (2)

LEX (cont'd)
If he leaves, we're the Armada's next stop on their galaxial tour of carnage. Jeopardizing the welfare of this planet? There's not a government on Earth that wouldn't call that sedition.

LOIS
So we wait out the cold and dark bestowed on us by an alien whose supposedly protecting us from other aliens? Six of one, half dozen of the other.

LEX
Is that any different from what Superman did? You were his greatest advocate, Miss Lane. And when, in death, his true agenda is revealed, you turn against your Man of Steel's own master.

LOIS
You and I both know how much you despised Superman - yet here you are jumping to his defense.

LEX
I respect the memory of Superman, yes - but I'm merely defending his boss.

LOIS
The day I believe Superman was really in league with Brainiac is the day I quit the city desk and take over the Planet's horoscope page.

LEX
(rising in his seat to face her)
Then start watching the stars, young lady.

LOIS
(rising in her seat to face him)
You've already got most of the world doing that.

Jimmy jumps between the verbally sparring pair.

(CONTINUED)

CONTINUED: (3)

JIMMY
Whoa, whoa, there. Let's not let this friendly debate get out of hand. What do you say - how about a picture of the two of you together, hunhh?

Lex goes soft, smiling at Lois. He rounds the desk and scoots next to her.

LEX
This lad displays the spirit all Metropolitans should strive for...

Then, Lex drops to the ground, out cold. Reveal Lois palming a small needle resembling a joy buzzer.

JIMMY
How long've we got?

LOIS
About five minutes, according to Doctor Hamilton. Do your thing, kid.

Jimmy hits the computer, typing as fast as he can.

EXT SPACE

Encased in a body-fitted, jet-looking SPACECRAFT, Superman soars through the upper atmosphere. Fully protected from the cold void, he looks as if he's missed this a lot.

SUPERMAN
Give me a little more torque on the back wing, will'ya?

A metal FACE forms from the hull of the shape, facing the encased Superman. It's the Eradicator, who is the ship.

ERADICATOR
Begging his master's pardon, but while you may have spent the last thirty years sky-hopping around this sphere, I've not had the same - shall we say - pleasure.

SUPERMAN
Just get me to that contraption that's blocking the sun.
(MORE)

(CONTINUED)

CONTINUED:

SUPERMAN (cont'd)
If we can shut it down, I'll be back to full power. Then I'll be out of your hair - and into Brainiac's.

They soar toward the Shadow-Caster, far off in the distance.

INT. LEX'S OFFICE - NIGHT

On the screen, we see Jimmy gain access to Lex's files. He scrolls through them, while Lois looks over the desk, keeping an eye on Luthor's condition. Jimmy stops on one that reads 'PANIC IN THE SKY' and opens it.

JIMMY
Oh my God...

LOIS
What is it?

Lois joins him, looking at the screen. Her eyes go wide.

On the monitor, is a series of graphics, detailing an elaborate schematic of a projection system.

JIMMY
It's bigger than we thought, Miss Lane.

LOIS
But not all that surprising. Download it and send it somewhere safe.

JIMMY
I don't mind telling you that I'm a little scared, Miss Lane.

The screen reads 'TRANSFERING DATA - APPROXIMATE TIME: 3:00 MINUTES.'

O.C. JIMMY
Scared, but a little excited.

Lois scratches Jimmy's head, affectionately.

LOIS
The true signs of a great journalist.

(CONTINUED)

CONTINUED:

JIMMY
You and me beating Lex Luthor...Mister Kent sure would have enjoyed hearing about this.

LOIS
(sentimentally)
Yeah, Jimmy. He sure would have.

Then, there's a groggy grunt. Lex begins to stir. Lois rushes to his side, while Jimmy checks the download time. It's on the final seconds.

Lois helps Lex to his feet.

LEX
Wh...what happened?

LOIS
You passed out, Lex. Must be all the stress.

LEX
(crossing to his desk)
Must be. Although I wouldn't discount the effect you've been known to have on men, Ms. Lane.

LOIS
My girlish charm?

LEX
Your devilish...

Then, Lex freezes. He notices his computer is on.

LEX
...inquisitiveness.

Lex looks sharply at Lois.

CU ON LEX'S EYES - as they accuse.

CU ON LOIS' EYES - as they 'shrug'.

Then, Lois grabs Jimmy and sprints to the balcony. Lex punches his intercom.

LEX
SECURITY! SEAL ALL EXITS! NOW!

EXT LEX'S OFFICE BALCONY - NIGHT

Lois drags Jimmy outside, slamming the doors behind them.

JIMMY
What does a great journalist do in this situation?

Lois looks in every direction and spots... A BRAINIAC HOVER SKIFF, parked to the side. She looks at Jimmy.

LOIS
Gotta be close to a moped, right?

INT LEX'S OFFICE

A team of LexCorp SECURITY piles in. Lex points frantically at the balcony, screaming.

LEX
DON'T LET THEM GET AWAY!!! SHOOT TO KILL!!!

EXT LEX'S OFFICE BALCONY - NIGHT

The Security Team kicks the doors open and take aim. Lex is right behind them.

Lois and Jimmy leap aboard the Hover-jet, gun the engine, and shoot into the air, over the heads of the Lex and the Security Team.

LEX
FIRE!!!

And fire they do, unloading a lethal payload into the air.

With Jimmy holding on for dear life, Lois maneuvers the Hover-jet like a pro, dodging shots left and right. She soars higher into the air, steering the vehicle toward the top of the building.

JIMMY
(yelling to be heard)
Uh... shouldn't we be getting as far away from here as possible?

LOIS
(yelling to be heard)
(MORE)

(CONTINUED)

CONTINUED:

LOIS (cont'd)
This is kind of like a date, isn't it Jimmy? Well on a date you get dinner... and a movie!

Lois flies over the roof of LexCorp and we reveal the huge HOLOGRAPH DEVICE that throws the image of the 'Armada' against the sky.

LOIS
Tonight's the night, Jimmy...

INT LEX'S OFFICE

Lex listens to Lois' conversation, via the com-link on the hover-jet.

LOIS V.O.
We've gotta circulate the word on Brainiac!

EXT SPACE

Superman and the Eradicator-Craft reach the Shadow-Caster. It's *imposing as hell.*

The Eradicator hooks into the satellite and begins processing.

ERADICATOR
Fascinating. You would imagine he'd take some security measures. With no interference, I should have it shut down momentarily.

But Superman's attention is drawn to the hull of the ship.

SUPERMAN
Eradicator - can you enhance the viewscreen by a hundred?

INT ERADICATOR- CRAFT

The visual that Superman sees through the WINDOW zooms in with flashes, until a microscopic set of SERIAL NUMBERS is revealed. Superman growls.

SUPERMAN
Luthor. No wonder.

EXT SPACE

Suddenly, an electrical charge runs through the Eradicator's hook-up.

(CONTINUED)

CONTINUED:

It detatches from the Shadow-Caster and goes dark. Then, Superman and the Eradicator craft begin plummetting toward Earth.

SUPERMAN
Uh... Eradicator.

ERADICATOR
It... it seems the Coluan technology's taken a bit out of me, Kal-El.

The ship continues to fall - the Eradicator seemingly 'out'.

SUPERMAN
We're free-falling here, pal. Let's go. Flame on,or something.

ERADICATOR
Thus far, attempts at just that are proving futile. The technology is not only working from a program my processors find too foreign to crack, it has also had a negative impact on my neural net. My systems are shutting down.

SUPERMAN
What?!?

ERADICATOR
Think of it as something akin to the contaminative effect that Kryptonite has on you.

SUPERMAN
But Kryptonite leaves me powerless!

ERADICATOR
Bingo.

INT SKULL SHIP CITADEL

Lex stalks Brainiac around the former Bridge. L-Ron mans the control board.

LEX
She has to be stopped!

(CONTINUED)

CONTINUED:

BRAINIAC
She is of little concern to me.

LEX
She'll blow everything! She's part of the media, for God's sake!

BRAINIAC
I care not whether your meager planet views me as a god any longer, Lex Luthor. I have but one concern now, and that is...

An alarm sounds on the control panel, as the monitor comes to life. A mapping system comes up, zooming in on a free-falling blip, located in the upper atmosphere.

L-RON
Detection system indicates the technology has surfaced.

BRAINIAC
(to L-Ron)
Ready the ship for pursuit.

EXT SPACE

The Eradicator-Craft screams into the lower atmosphere, rocketing at the surface of the planet.

INT ERADICATOR CRAFT

Superman looks about nervously.

SUPERMAN
Come on, man - up, up and away!

EXT SPACE

The Eradicator-Craft screams through the clouds, racing toward a land-mass.

ERADICATOR
I'm attempting a cross-relay with my trans-net. Should take approximately thirty minutes.

INT ERADICATOR CRAFT

Superman punches at the control panel.

(CONTINUED)

CONTINUED:

SUPERMAN
We don't have thirty minutes! We're going down now! I did not come this far in life and cheat death just to die in what's essentially a plane crash!

ERADICATOR
Ah - nevermind. Here we are.

The Eradicator comes back online, as the Craft's interior lights come back up.

EXT LOS ANGELES - NIGHT

Just in time to pull its nose up, narrowly missing a violent impact with the ground, and coming to a rocky landing in the midst of desolate city.

INT SKULL SHIP CITADEL

Brainiac watches the screen, as Lex looks on, confused.

BRAINIAC
(to L-Ron)
Plot course for...

Then, the screen goes blank. The message comes up 'SIGNAL LOST'.

Brainiac is enraged. He marches off, screaming angrily.

Lex watches, wide-eyed. He turns to L-Ron.

LEX
Just what exactly am I missing here, little fella?

L-Ron regards Lex distastefully, hovering after Brainiac.

L-RON
Back to your tree, monkey-man.

EXT LOS ANGELES - NIGHT

Superman climbs out of the Eradicator ship, which then assumes its character form.

Superman hugs the ground, sweating bullets, breathing heavily.

(CONTINUED)

CONTINUED:

SUPERMAN
Is this... your idea... of preserving... my life?!

ERADICATOR
It would appear that Brainiac's device is not only blocking your sun - but also powering his systems - much like the Prism from which I derive my power.

SUPERMAN
(standing up)
And Luthor's supplying him with hardware. I should've pieced this together before.

ERADICATOR
You can't expect to be on top all the time, Kal-El.

SUPERMAN
(chuckles)
That's what Lois always says.
(suddenly saddened)
Lois...

Superman shivers a bit, rubbing his arms. He paces a bit, thinking. The Eradicator

takes notice of this and approaches him.

ERADICATOR
You dream of this Lois - while in the hyper-sleep of the resuscitation chamber. She was without clothes, and you were...

SUPERMAN
Thanks - I remember.

ERADICATOR
You would have her - as Jor-El had Lara?

SUPERMAN
I would... but she won't have me.

ERADICATOR
Excellent. Then we will be abandoning this planet shortly.
(MORE)

(CONTINUED)

CONTINUED: (2)

ERADICATOR (cont'd)
This Lois with no clothes is what keeps you here. But since she won't have you, I see no reason to stay.

SUPERMAN
You're wrong - I'm here because of her especially...but not exclusively. Ma and Pa, Lana back in Smallville, Jimmy, Perry - everyone. Even the faces I've only glimpsed aboard a plane I've saved from crashing, or the well-wishers who say "Go Superman," when I'm heading into one fray after another. These are the people who've adopted me, accepted me as one of them - even though they know I'm an alien on their world. They don't 'keep' me here - but they do make me feel welcome. That's why I can't abandon them. Can you understand that?

ERADICATOR
I'm sorry, Kal-El. This does not compute.

SUPERMAN
Because it's not about this...
(touches the Eradicator's head)
It's about this .

Superman touches his own heart. The Eradicator takes this in, still puzzled. Superman rubs his shoulders again, chilled.

SUPERMAN
Where are we?

ERADICATOR
Our free-fall was westerly. That would make this...

Suddenly, the Earth trembles violently - growing into a full-blown earthquake.

SUPERMAN
Los Angeles.

Suddenly, the ground opens in the middle of Sunset. A LexCorp Power GENERATOR falls into it, exploding.

(CONTINUED)

CONTINUED: (3)

The flames catch onto an apartment building as tenants pour out of the building. Then, screams for help can be heard. Superman looks up.

SUPERMAN
No!

From their windows on the second and third floors, TENANTS call out for help, trapped.

Superman takes his classic stance and attempts to blow super-breath, forgetting his lack of powers. He appears crestfallen for a moment, then looks to the Eradicator.

SUPERMAN
Bust that fire hydrant open!
Now!

The Eradicator offers him a puzzled look.

SUPERMAN
DO IT!

The Eradicator kicks a hydrant open, and water begins spilling onto the street. Superman soaks himself in it from head to toe.

He races off, leaving the Eradicator standing there.

EXT BURNING BUILDING - NIGHT

Superman gets to the front of the building. Flames already block the front door. He covers his face, and leaps through the wall of fire.

EXT LOS ANGELES STREET - NIGHT

The Eradicator's eyes go wide.

ERADICATOR
I just don't understand that boy.

INT BURNING BUILDING

The powerless Superman emerges from the flames, landing on the other side, singed but otherwise okay. He heads up the stairs of the fast-flaming complex, and bangs on the doors. Frightened people emerge, coughing.

(CONTINUED)

CONTINUED:

SUPERMAN
Everything's going to be fine! I'm going to help the kids out first. Just stay calm!

Superman scoops up two CHILDREN. A WOMAN grabs him by the shoulder.

WOMAN
What about the rest of us?!

SUPERMAN
I'll be back! I promise.

And down the stairs with his precious cargo he charges.

EXT BURNING BUILDING - NIGHT

Superman leaps through the wall of flame, cradling the children in his arms. He moves through the crowd outside, rushing the kids to the Eradicator, who wraps them in the wet blankets.

ERADICATOR
Have you lost sight of the fact that you are now as vulnerable as those you seek to aid?

SUPERMAN
What am I supposed to do?! Stand here like you and watch?!

Then, the windows blow out of the bottom floors. People scream from the second and third floor windows.

Superman lets out a defeated howl. He looks to the Eradicator, desperate. They lock eyes. The Eradicator steps back, and morhps into a dazzling display of BODYARMOR.

ERADICATOR
Climb in.

Superman eagerly jumps inside the suit.

ERADICATOR
This will enable you to duplicate any of your former powers.

CONTINUED:

SUPERMAN
You didn't think to suggest this earlier?!

ERADICATOR
And patronize your messiah complex further?

The Suit seals itself around Superman, concealing his indentity, and lifts into the air. They make a bee-line to the top floor windows.

INT APARTMENT

The SuperSuit bursts through a wall, giving the now-literal Man of Steel access to the top floor.

POV SUPERMAN - as the suit simulates his former X-RAY VISION. We see through a wall, where a frightened FAMILY cowers.

Lasers shoot from the eye-pieces of the Suit, cutting through the wall. Superman steps through the hole. The Family looks up, transfixed.

SUPERMAN
Sorry I'm late. Shall we?

EXT BURNING BUILDING - NIGHT

Superman gently sets the Family down on the street where they're greeted by FIREMEN, who are hosing down the building.

Superman trains his heat vision on the generator, repairing the damage. The power on the block comes back on, and the people cheer.

CHIEF
What do they call you, man?

SUPERMAN
Hunhh?

CHIEF
You're one of those superheroes, right? What do they call you, so I don't look like an idiot when I tell the press some guy in a robot suit saved a lot of people?

(CONTINUED)

CONTINUED:

SUPERMAN
(beat)
Just tell them... I'm back.

And as the people cheer, Superman leaps into the sky, rocketing out of sight.

CHIEF
(calling after him)
WHO'S BACK?!?

EXT NIGHT SKY

With the aid of the Eradicator Suit, Superman soars again, maneuvering gracefully.

ERADICATOR
(echoing within the suit)
Where are we going, Kal-El?

SUPERMAN
Metropolis.

ERADICATOR
Great Moons of Krypton... is there ever a moment's peace with you?

SUPERMAN
Not as long as I draw breath.

ERADICATOR
(muttering)
Then I should've left you in the ground.

The pair-as-one head east, hellbent.

INT DAILY PLANET CITY ROOM

LexCorp Security, now decked out more like Soldiers, topple file cabinets, and rifle through desks. Perry shouts in Lex's face.

PERRY
Great Caesar's Ghost, you're going to have the biggest law suit on your hands when I get through with you! Brainiac's emissary or not, you've got no right...!

(CONTINUED)

CONTINUED:

LEX
I've got every right, White...
(holds out a writ)
National Security. Lois Lane and James Olsen are under suspicion of engaging in espionage and propaganda that threatens not just this country, but the world.
(tosses writ at Perry)
Now make this easier on yourself and tell me where they hid the material they stole from my office.

PERRY
This is a newspaper, for the love of God! We don't trade in propaganda! We print the news!

LEX
(beat; smiles)
Then print this, old man - by order of the authority given Brainiac by the United Nations while this planet is under his protection, Lane and Olsen are hereby charged with sedition and insurrection!

Perry goes pale with shock. Luthor turns to the room.

LEX
YOU ALL HEAR THAT?! YOU AID AND ABET THESE REVOLUTIONARIES, AND YOU'LL FRY BESIDE THEM!
(turning back to Perry, calmly)
Now just exactly where is Miss Lois Lane?

INT CLARK KENT'S APARTMENT - NIGHT

The place is in shambles, wrecked from the Doomsday battle. There's a broken picture frame amongst the rubble. It contains a photo of Lois and Clark at a pressjunket.

Lois bends down and picks it up. She brushes it off and looks at it. Jimmy is behind her, his laptop set up on a broken table. He taps away at the keys.

(CONTINUED)

CONTINUED:

JIMMY
I'm sending the data to every news service and paper on the net. They should have it in seconds.
(beat)
Kind of weird, us being here in Mister Kent's apartment, Miss Lane.

LOIS
Best place to lay low until tonight. Nobody'd think to look for us here. Besides, I don't think Clark would mind. He won't be needing it anymore.

JIMMY
You can't think like that, Miss Lane. Clark may be fine.

LOIS
I wish I shared your sense of optimism.

JIMMY
(stops typing)
That's something I've been meaning to ask you about. From the start of all this, you've never believed Lex or Brainiac - especially the part about their connection to Superman. How do you know it's not the truth?

LOIS
(off photo)
Gut feeling, kid. Journo's instinct.

JIMMY
I mean, we know the Armada story is all bull, but what if what Brainiac said about Superman was true? That he was here all along just preparing the way for him?

Lois puts the picture frame down and pulls Clark's jacket from the rubble, holding it close to her body.

(CONTINUED)

CONTINUED: (2)

LOIS
C'mon, Jimmy. You're talking about Superman here.
(inhales deeply from the jacket)

JIMMY
Yeah, but what did any of us really know about him?

LOIS
(tearing up)
Not enough.

JIMMY
Superman and Brainiac are both aliens, they both came from the same planet, they both have these powers. All I'm saying is, what if they meant to conquer Earth, you know?

Throught Jimmy's speach, Lois moves through the ruins of her dead lover's hometaking it all in, regardless of its condition. At one point, she finds a pair of Clark's glasses - one eyepiece cracked. Tears roll down her cheeks.

LOIS
(reels on Jimmy)
Would you shut up already?! **Superman** loved this planet! He cherished the people! Clark gave his life fighting that thing! And you sit here, throwing out this... crap... about how he might have been in league with a scumbag like Luthor!

Jimmy looks down, cowed. Lois stomps around the shattered apartment, breaking down.

LOIS
I lost everything when I lost him! And now he's not here,and I never got to tell him how much I wanted to say 'yes' that night! How much I needed him! Him- not the costume, not the powers... just him !

Lois has worked herself into a crying frenzy. Jimmy looks on, stupefied.

(CONTINUED)

CONTINUED: (3)

JIMMY
I'm sorry, Miss Lane. I didn't mean anything by it.

(LOIS)
sniffles
It's alright. It's just nerves.

JIMMY
(beat)
You said 'Clark'.

LOIS
Hunhh?

JIMMY
You said 'Clark gave his life fighting that thing'.

Lois freezes, a little panic on her face. She looks at Jimmy. Jimmy looks at her, shocked by what he sees in her face. He knows. Then, he smiles kindly.

JIMMY
I'm sure you meant to say Superman.

Lois looks at him, and nods slowly.

LOIS
Yes. Yes I did.

They look at one another and nod. The secret's safe.

JIMMY
Come on. We've gotta get you ready for broadcast.

EXT METROPOLIS BRIDGE - NIGHT

At the base of the Bridge, a small army gathers. Armed to the teeth, and decked out in camouflage, the members wear black armbands bearing the 'S' insignia.

BIBBO, an old sailor-type, watches the Metropolis skyline intently. One of the REBELS approaches him cautiously.

REBEL 1
The Team's getting restless, Captain Bibbo. They want to know when we're going to head out.

(CONTINUED)

CONTINUED:

BIBBO
Ms. Lane said we wait for her signal. So we wait.

REBEL 1
What's the signal going to be?

BIBBO
(nods toward the skyline)
She said to keep an eye on the big boob-tube.

We see what the pair are looking at: the Diamond Vision Screen atop WGBS.

INT SKULL SHIP CITADEL - NIGHT

Brainiac and L-Ron monitor are preparing the bridge. Lex enters, escorted by LexCorp Soldiers.

LEX
They've gone into hiding. We can't find them anywhere. I think they're planning something big.

BRAINIAC
It matters not.

LEX
How can you say that?! They've got the stats on our projection system! If it gets out, we're finished!

BRAINIAC
This charade no longer serves my needs. Your planet has outgrown its usefulness.
(to L-Ron)
Make final preparations to disengage from the planet.

L-RON
Well it's about time...

LEX
WHAT?!? What do you mean?!

BRAINIAC
That which has brought me here will elude me no longer.
(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (cont'd)
We will sift through the rubble of your planet until we attain our prize.

INT CLARK KENT'S APARTMENT - NIGHT

Lois stands before a video camera, which in turn is plugged into Jimmy's laptop.

Jimmy taps away at the keys, then positions the camera.

JIMMY
You all set?

LOIS
I'm ready for my close-up, Mister DeMille.

Jimmy taps a key on the computer.

JIMMY
Ready in five, four, three, two...

EXT METROPOLIS SKYLINE

On the Diamond Vision Screen atop WGBS, the image of the Armada disintegrates, replaced by the image of Lois.

INT SKULL SHIP CITADEL - SAME TIME

On the view screen, Lois pops up as well.

EXT APPLIANCE STORE WINDOW - SAME TIME

All the t.v.'s show Lois as well. People stop and listen as she speaks.

LOIS
(televised)
People of Metropolis -

EXT METROPOLIS PARK - NIGHT

A Trio of LexCorp Soldiers roughly harasses a teenage couple kissing on a park bench. Suddenly, a flash of black swoops past, leaving them unarmed and bound.

INT SKULL SHIP CITADEL - NIGHT

Lex moves closer to the view screen, shocked.

EXT SKULL SHIP CITADEL - NIGHT

Armed LexCorp Soldiers patrol the front of the building. Again, a flash of black swoops past, leaving them gunless and perplexed.

EXT METROPOLIS BRIDGE - NIGHT

Bibbo and the Rebel troops watch the Diamond Vision Screen in the distance.

LOIS
(televised)
For weeks, we've watched the skies, dreading an invasion from aliens. But the real invasion took place when Superman died. He was not the minion of Brainiac. He died fighting the minion of Brainiac.

EXT METROPOLIS STREETS - NIGHT

On a lightpost hangs a 'MANIAC FOR BRAINIAC' sign, similar to the t-shirt. Another flash of black whooshes by, and the sign sprinkles to the ground, shredded.

INT CLARK KENT'S APARTMENT - NIGHT

Lois addresses the camera.

LOIS
(beat)
I do not carry any torch that the Superman may still be alive. I watched him die, protecting our world one last time. But his spirit is still alive.

EXT DAILY PLANET BUILDING - NIGHT

There are a pair of flags hanging outside the building - one American, one Brainiac.

A black bust of wind tears through, and only the American flag remains.

INT SKULL SHIP CITADEL - NIGHT

Lex is riveted on Lois, nervously. Brainiac regards the screen angrily.

(CONTINUED)

CONTINUED:

LOIS
(televised)
It's alive in those who always saw through Brainiac's lies.

EXT APPLIANCE STORE - NIGHT

The small crowd gathered outside watching Lois have their coats and hair blown to the right, as a black gust whips past them.

EXT METROPOLIS BRIDGE - NIGHT

Bibbo and the Rebel force stare up at the distant Diamond Vision Screen.

(LOIS)
(televised)
()

EXT METROPOLIS STREET - NIGHT

A couple of kids on skateboards jump a curb. One of the pair wipes out, and is about to hit the asphalt when something quickly catches him, puts him back on his feet, and is gone. The kid looks around to see nothing.

INT DAILY PLANET CITY ROOM - NIGHT

Perry and the reporters watch the ceiling-hung t.v.

LOIS
(televised)
It's alive in the forces that make up our rebellion.
It's alive in all of you watching this.

And outside the window, something whips past the windows, rattling them. Perry rushes to the sill and pops his head out, looking around.

INT CLARK KENT'S APARTMENT - NIGHT

Lois wraps it up for the camera.

LOIS
So I urge you - the people of Metropolis - to join us against the computer tyrant. Because if...
(chokes up)
...if Superman...
(gathers herself)
(MORE)

(CONTINUED)

CONTINUED:

LOIS (cont'd)
...if he were here, he would have done this for us. Since he's not, we do this... for him.
(stands with a fist)
For Superman!

EXT METROPOLIS BRIDGE - SAME TIME

The Rebel troops start chanting "FOR SUPERMAN!" Bibbo turns to Rebel 1.

BIBBO
I'd say that's what we were looking for.
(to the Troops)
LET'S MOVE 'EM OUT!!!

The army moves out, heading across Metroplis Bridge.

EXT LEXCORP BUILDING - NIGHT

A LexCorp Soldier stands guard. Then, a rock hits him. He looks around.

A group of KIDS run away in the distance, flipping him off.

KID 1
SUPERMAN LIVES!

EXT SKULL SHIP CITADEL - NIGHT

A thrall of people are converging on the building, demanding the sun back, hurling threats. The Security Soldiers back up nervously.

INT SKULL SHIP CITADEL

Brainiac and Lex watch this on the view screen. L-Ron mans the computer.

L-RON
Our troops report small upheavals and inexplicable occurences from all over the city. And a small army is crossing Metropolis Bridge, headed this way.

LEX
(in Brainiac's face)
SEE?! WHAT'D I TELL YOU?! WE HAVE TO STOP THIS NOW!!
(MORE)

(CONTINUED)

CONTINUED:

LEX (cont'd)
THAT FEED ONLY WENT AS FAR AS METROPOLIS - THE WORLD DIDN'T GET HER MESSAGE! THERE'S STILL TIME TO CONTAIN THIS!!!

Brainiac slaps Lex down. He turns to L-Ron.

BRAINIAC
Disengage the ship. We'll crush their puny rebellion.

L-RON
My liege, there's no point...

BRAINIAC
DO AS I COMMAND!

L-Ron turns sheepishly to the control board.

BRAINIAC
Before I destroy their planet, I'll teach them to fear their god!

EXT SKULL SHIP CITADEL - NIGHT

The Skull Ship disengages from Metro Towers, and rockets off.

EXT NIGHT SKY

POV SUPERMAN - On a digital readout screen, we see the Skull Ship moving toward the distant bridge.

ERADICATOR V.O.
Long time, no see.

Superman flies, with the aid of the Eradicator suit.

SUPERMAN
It's heading for the bridge. We have have to do something.

ERADICATOR
I was afraid you'd say that.

SUPERMAN
Then you'll have to excuse me, because it's been some time since I've been able to say this ...
(hero voice)
This looks like a job for...

(CONTINUED)

CONTINUED:

ERADICATOR
May we just proceed, please?

EXT CLARK KENT'S APARTMENT - NIGHT

Lois and Jimmy climb out of the rubble. They head in different directions.

JIMMY
(stopping)
Wait! Where are you going?!

LOIS
I've gotta find something out - once and for all!
(running off)
Meet'cha at LexCorp for the fireworks!

EXT METROPOLIS BRIDGE - NIGHT

Bibbo leads the Rebel Force in a beat-up ol' truck. They're halfway across the bridge, heading toward the heart of Metropolis.

INT SKULL SHIP

On the view screen, the Rebel army can be seen crossing the bridge.

Lex shakes his head, frustrated.

LEX
Everything was going smooth! Everything was hunkydory! And suddenly, you've got a bug up your ass about a rag-tag bunch of ineffectuals who pose about as much of a threat as kindergartners!

Brainiac steps in front of something technical looking. He snaps to L-Ron, who flicks a switch.

BRAINIAC
Two can play at this game.

EXT WGBS BUILDING - NIGHT

On the Diamond Vision Screen, Brainiac appears. He looks fierce.

(CONTINUED)

CONTINUED:

BRAINIAC
(televised)
Citizens of Metropolis!

INT DAILY PLANET CITY ROOM - NIGHT

Perry and the other Reporters stare up at the screen, pissed.

PERRY
Are we ever going to get to watch the game?!

BRAINIAC
(televised)
I've come to your world to aid you save you from a race of oppressors who would enslave your race. But alas, you return my charity with rebellion.

INT METROPOLIS HOME - NIGHT

A typical FAMILY watches Brainiac on t.v.

BRAINIAC
(televised)
I do not hold this uprising against all of you - just the foolish few who insult my goodwill with their anti-extraterrestrial rhetoric.

INT SKULL SHIP

Brainiac continues to address his camera.

BRAINIAC
To illustrate for you the consequences of betrayal, I will now demonstrate my wrath against the faithless. Let this serve as a warning for those who would consider following their example.

EXT WGBS BUILDING - NIGHT

The image of Brainiac is replaced with an overhead of Metropolis Bridge.

INT DAILY PLANET CITY ROOM - NIGHT

Perry and the Reporters are glued to the screen.

(CONTINUED)

CONTINUED:

PERRY
Great Caesar's Ghost...!

EXT METROPOLIS PARK - NIGHT

Lois stares up at the Diamond Vision Screen in horror.

LOIS
No...!

INT SKULL SHIP

Brainiac turns to L-Ron.

BRAINIAC
Fire.

EXT METROPOLIS BRIDGE - NIGHT

The Skull Ship blasts a laser at the Bridge's SUSPENSION CABLES. The Bridge begins to snap and crumble.

ON THE BRIDGE - Bibbo and the Rebel force rush to the side of the bridge, clinging on for dear life.

The Bridge begins to fall into Metropolis Bay...

But look! Up in the sky! It's a bird! It's a plane! Superman, in the Eradicator Suit, swoops in, grabbing the suspension cables. He pulls with all the Suits strength,trying to keep the bridge from falling.

INT SKULL SHIP

On the view screen, Lex, L-Ron, and Brainiac stare wide-eyed at the mysterious figure.

EXT METROPOLIS BRIDGE - NIGHT

Superman strains, holding the suspensions cables.

SUPERMAN
Need... more... strength...!

ERADICATOR
Bitch... bitch... bitch...!

INT SKULL SHIP - NIGHT

Brainiac, Lex, and L-Ron are speechless, staring at the view screen. Then...

(CONTINUED)

CONTINUED:

L-RON
Perhaps it's that lunatic from Gotham.

LEX
(with dropped-jaw)
With his rogue's gallery? Believe me, he's got enough to worry about in his own city.

Brainiac stares at the mystery figure onscreen, studying him. Then, it hits him.

BRAINIAC
Great Moons of Krypton...
(lights up)
IT'S THE ERADICATOR!!!

L-RON
Then that means...

BRAINIAC
The Kryptonian still lives!

Lex is confused as hell.

EXT METROPOLIS BRIDGE - NIGHT

The Rebel Force slides down the unstable bridge, holding on to anything they can.

Superman continues to strain, as does the suit.

SUPERMAN
Just... a... little... more...!

ERADICATOR
Tapping into... reserve stores..!

A surge of power is head, and Superman yanks the bridge up another foot, and ties the cables to the structure, welding them to the bridge with heat-vision. Superman leans back against the bridge, breathing heavily.

SUPERMAN
Thanks, pal. We did it.

ERADICATOR
But not without cost. My power cells are now on reserve, running dangerously low. I have to be allowed to recharge.

(CONTINUED)

CONTINUED:

SUPERMAN
But what about Brainiac?!

Then, a laser blast hits the bridge beside them.

The Skull Ship bears down on Superman, it's tentacles reaching out and grabbing the suit.

INT SKULL SHIP

Wearing his control Head-piece, Brainiac maneuvers the tentacles outside.

BRAINIAC
I have it. Open the loading bay - prepare to withdraw the Kryptonian from the technology.

LEX
Kryptonian?! Who?! Superman?! No, no, no - Superman's dead! We killed Superman!

EXT SKULL SHIP - NIGHT

Wrapped in the tentacles of the Skull Ship, Superman struggles to break free.

SUPERMAN
Tell me you've... been saving... just a little bit more... power... for a rainy day...!

ERADICATOR
Diverting cloak cells. No point in hiding now anyway.

We hear a surge of power charge through the suit, and Superman rips the tentacles that hold him from the Skull Ship. He zips up to the body of the craft and pushes.

INT SKULL SHIP

Brainiac, Lex, and L-Ron are tossed about the bridge.

EXT NIGHT SKY

Superman hurls the Skull Ship to the River below, where it lands with a huge splash.

INT SKULL SHIP

Lex is in a panic. L-Ron mans the controls.

(CONTINUED)

CONTINUED:

LEX
We're going to drown in this thing!!

The lights dim and flicker.

L-RON
The water has shorted out our power, my liege.

BRAINIAC
Do not lose that Suit!

EXT NIGHT SKY

Superman watches the Skull Ship bob in the Bay.

ERADICATOR
I'm sure you feel very proud right about now, but if I don't get recharged within the next five minutes, we're going to be right down there with them.

SUPERMAN
On our way, buddy. WOOOOOOOOOO-HOOOOOOO!!!

And Superman bolts into the night, out of sight.

INT SKULL SHIP

The lights come back up, full.

L-RON
Power back online, Lord Brainiac.

BRAINIAC
Get us out of this mess!

EXT METROPOLIS BAY - NIGHT

The Skull Ship rises from the water, rocketing toward the city.

INT SKULL SHIP

Brainiac searches the view screen, fiercely.

BRAINIAC
Do not fail me, L-Ron! Where is the Eradicator?!

(CONTINUED)

CONTINUED:

Suddenly, an alarm sounds. On the view screen, the graphic of the TOMB comes up.

L-RON
The tomb's been breached! It must be them!

BRAINIAC
GO!!

EXT SUPERMAN'S TOMB - NIGHT

The Tomb has indeed been breached. Two LexCorp Soldiers lie on the ground, knocked out cold. The doors are swung open. The beam of a flashlight can be seen inside.

INT SUPERMAN'S TOMB

Lois holds the flashlight in her teeth. She uses a crowbar, slamming at the casket lock. It gives, and she stares at the casket for a beat. She places her hands on it.

Suddenly, blinding light fills the small room. Lois drops the flashlight and covers her eyes. She peers out from behind her fingers to see... L-Ron, hovering in the doorway, backed up by LexCorp Soldiers.

L-RON
Peek-a-boo.

EXT LEXCORP BUILDING - NIGHT

The Rebels reach the building and engage in combat with the LexCorp Soldiers.

Bibbo smashes two Soldiers into each other and grabs Rebel 1.

BIBBO
You and me gots a little job to do, Soldier.

They dash past the battle, and into the building.

EXT SKULL SHIP CITADEL - NIGHT

The Skull Ship lands atop Metro Towers and again seals itself onto the building.

INT SKULL SHIP CITADEL

Brainiac fumes at L-Ron on the Bridge.

(CONTINUED)

CONTINUED:

BRAINIAC
WHAT DO YOU MEAN YOU CAN'T LOCATE IT?!?

L-RON
I can't get a reading on the technology anywhere.

BRAINIAC
Then who was in the Tomb?!

The Soldiers march Lois onto the Bridge. Lex rushes her, grabbing her by the collar.

LEX
Alright, Lane - what the hell is going on...?!

Lois knees Lex in the groin. Lex doubles over. Brainiac pushes him to the side and faces Lois.

INT LEXCORP BUILDING

Rebel 1 sweats profusely, handing Bibbo blocks of C-4.

BIBBO
So Laney - that's what I calls Miss Lane - Laney asks me if I wouldn't mind heading up the invasion force.
Now this old salt has seen some action on the piers, ya' know. But nothing like dat flying skull-thing we saw back there on the bridge. I tells ya', kid - it's a weird world.

He inserts a timer into the blocks and wipes his hands off, patting Rebel 1 on the back.

BIBBO
Okay, kid. Let's give da city a little taste of the Fourth a bit early.

INT SKULL SHIP

Brainiac circles Lois, looking her up and down.

BRAINIAC
You are the woman from the televised call to arms.

(CONTINUED)

CONTINUED:

L-RON
This is the leader of the insurgents - as well as the woman that held Superman's affections.

BRAINIAC
The Kryptonian?

L-RON
That's what the Soldiers told me. They said whenever she was in trouble, he'd be there to save her. In turn, she gave him plenty of ink in the Daily Planet.

BRAINIAC
Is this true?
(touches her hair)
You harbor affection for the corpse they called... Superman?
(beat)
I killed him, you know...

Lois lurches forward at Brainiac, but is held back by the Soldiers. Brainiac is delighted, and then shocked.

L-RON
I'd take that as a 'yes'.

BRAINIAC
His weakness all along - this woman. All I ever would have needed was this woman! Blocking out the sun, dealing with the insufferable Lex Luthor of Earth... a waste of Brainiac's time! I could have offered the woman's life in exchange for the technology. But now...

LEX
WHAT THE HELL ARE YOU TALKING ABOUT?!? SUPERMAN'S DEAD!!

L-RON
Good God - when are you going to get it, ape-man? Superman Lives.

LEX
(fuming)
Alright... that's IT!
(MORE)

(CONTINUED)

CONTINUED: (2)

LEX (cont'd)
I've had it with you people! None of you have a clue how to conduct business!

EXT LEXCORP BUILDING - NIGHT

While the Rebels fight the LexCorp Troops, Bibbo and Rebel 1 stroll out of the building. Bibbo pulls a REMOTE CONTROL from his jacket.

BIBBO
Mister Lex Luthor built this company on the souls of the people he crushed, kid. But he forgot the cardinal rule of business, which is this: there's only two ways to go - up...
(pulls the antennae up)
Or down.

And Bibbo presses a button on the remote, which turns red.

INT SKULL SHIP

Lex stands in front of the view screen, which displays the Metropolis skyline.

LEX
I demand to be taken back to my building, this instant.

And the LexCorp Building explodes behind him on the view screen, shaking the Bridge.

EXT LEXCORP BUILDING - NIGHT

We watch the building incinerate, going off like a Roman Candle.

On the roof, the HOLOGRAPH PROJECTOR is engulfed in flame and explodes.

EXT SKY OVER METROPOLIS - NIGHT

And the visual of the 'Armada' shimmers momentarily, then disappears from view, for good.

EXT LEXCORP BUILDING - NIGHT

The Rebels cheer. The LexCorp Soldiers stare at the now clear night sky, puzzled.

INT SKULL SHIP CITADEL

Lex stares at the view screen, in near-tears. His lip quivers, as he looks to Lois.

LOIS
(in baby-talk)
Aww... did Wex's building fall down and go boom?

Lex rushes her, but Brainiac throws him back, motioning for the Soldiers to hold him.

BRAINIAC
Enough of these games!
(grabs Lois' face)
You will be the bait that draws the Kryptonian to me. And with him comes, too, the technology I seek.
(to L-Ron)
We still have a Thanagarian Snare Beast in the menagerie - yes?
(L-Ron nods)
Introduce him to the atmosphere here on Earth.

EXT METROPOLIS STATION- NIGHT

The place is abandoned. There's not a soul in sight.

Suddenly, the Eradicator Suit comes crashing throught the ceiling, hitting the floor and cracking it. The suit opens and Superman falls out on his hands and knees. He crawls toward a bank of PHONE BOOTHS, the old fashioned kind. THe Suit morphs back into the Eradicator. Superman is breathing heavy, sweating, exhusted.

SUPERMAN
You couldn't have lasted another five seconds?

ERADICATOR
I told you I was running out of power.

SUPERMAN
How long do you need to power up?

(CONTINUED)

CONTINUED:

ERADICATOR
Barring battles with killer space craft or the lifting of multi-tonned bridges- two hours.

SUPERMAN
I hate to say it, but I could use some time to heal myself.
(rubbing muscles)
This is the first time in...well, *ever*...that I feel completely exhusted. Except for that whole death thing.

ERADICATOR
A far cry from your usual over-ambitious nature.
(off phone booth)
That structure you lean on - what is it?

SUPERMAN
They're called phone booths. I have a working familiarity with almost everyone in the ciyt. You have no idea how much money I've saved up from the change Ifound in the coin return of these things.

ERADICATOR
And this is how you've spent your life on Earth?

SUPERMAN
Looking for spare change? Yes.

ERADICATOR
No. AS we have spent today- the burning building, the collapsing bridges- always in service of lesser beings; individuals you have no stock in?

SUPERMAN
Of course I have stock in them- they're people. HOw can it be such a foreing notion to you? I look out for them just like you look out for me. You live a life of servitude as well.

(CONTINUED)

CONTINUED: (2)

ERADICATOR
I function in servitude to you only- it is what your father programmed me for. But no one programmed you to live a life in service to the peopel of Earth.

SUPERMAN
I wouldn't call it 'programming', but my parents...my adopted parents...they raised me to think of others before myself. To use my abilities for something other than my own gain. I can only imagine my real parents would have taught me the same thing.

ERADICATOR
Your father put others before himself as well. He detected the instability of Krypton long before the planet crumbled, yet he never vacated. It puzzled me to the point of inquiry one day, when I asked him why de didn't take his wife and child and simply leave.

SUPERMAN
What did he say?

ERADICATOR
He said he couldn't. Not as long as there was the slightest chance the Council would eventually comprehend the danger the planet faced.

SUPERMAN
And because of his pig-headedness, I never him...or my mother. His need to be right doomed them.

Superman appears a bit angry. Teh ERadicator notes this with interest.

ERADICATOR
In that way, you remind me of your father.

(CONTINUED)

CONTINUED: (3)

SUPERMAN
What are you talking about?

ERADICATOR
I've detailed the hopelessness of this planet's fate under Brainiac's threat, and yet you refused to leave and save your own life...or the life of the one who holds your affections.

SUPERMAN
Yes, but as long as there's the slightest chance we can defeat Brainiac...

ERADICATOR
See? You are your father's child.

SUPERMAN
(ruffled)
This is a completely different situation.

ERADICATOR
No- it's a completely illustrative situation. This is what marks the difference between your kind and mine- we serve because we have to. You serve because you choose to.

SUPERMAN
Then what about Brainiac. He's one of your kind, but he's serving no one.

ERADICATOR
Inaccurate, Kal-El. He's serving himself. He has taken an *aspect* of humanity, but chosen the worst one. And when a machine begins to feel- positive or negative- then it ceases to be a machine. It must be shut down...as you must shut down Brainiac.

SUPERMAN
Tough talk from a guy who only yesterday thought we should find another planet.

(CONTINUED)

CONTINUED: (4)

ERADICATOR
I can only point to the bad influence you have become.

SUPERMAN
(smiles)
Admit it- you really liked playing the hero, saving all those lives.

ERADICATOR
I found it...most revealing. But not habit-forming.

Suddenly, light pours in through the hole in the ceiling the pair had made. Superman looks up, shielding his eyes.

EXT METROPOLIS SKY- NIGHT

Shimmering against the sky is the holographic image of Brainiac's face.

BRAINIAC
People of Metropolis. You need no longer fear takeover by hostile aliens. The hostile alien is here. I claim your planet as my own.

EXT LEXCORP BUILDING- NIGHT

The reveling Rebels cease celebrating and stare up at teh image of Brainiac.

BRAINIAC
Gone is the charade of the benevolent Brainiac. I am come to enslave your race! You cannot oppose me- your world has no champion to save you now!

EXT METROPOLIS - NIGHT

Fearful Metropolitans watch Brainiac above.

BRAINIAC
And to mark this historic night, I offer you a display of the price to be paid for rebellion.

INT SKULL SHIP CITADEL

Brainiac pulls Lois to him.

(CONTINUED)

CONTINUED:

BRAINIAC
Tonight, Lois Lane- the instigator the anti-Brainiac call-to-arms- will taste the might of my fury, as she is executed, for all to witness! Let her demise serve as an example to the world- embrace me as your liege, or pay the ultimate price!

INT METROPOLIS STATION- NIGHT

Through the hole in the ceiling, we see Brainiac cackling against the night sky, and slowly fade.

Superman turns on the Eradicator

SUPERMAN
How much longer until you're operatational?

ERADICATOR
In five minutes, I'll have full reserves.

SUPERMAN
We don't have five minutes. Open up.

ERADICATOR
Kal-El, this...

SUPERMAN
OPEN UP!!!

The Eradicator rolls his eyes, and reconfigures into the suit. Superman leaps in, and it seals around him.

SUPERMAN
This may be the only chance I get to say this, but...thank you. For everything.
(beat)
Up, up, and away...

And off they rocket, through the ceiling and into the night.

INT SKULL SHIP CITADEL

Brainiac releases Lois to the Soldiers. Lex approaches him trying to gain favor.

(CONTINUED)

CONTINUED:

LEX
So this is going to work. If there's one thing that's an eternal given, it's that the wool is easiest to pull over Superman's eyes.

Brainiac looks at L-Ron, who looks at Lex.

L-RON
The only set of blind eyes the wool's been pulled over here is you, baldy.

Lex looks over at the pair, cornered. He smells the turn.

LEX
Wait a second...we're in this together! I've lost just as much as you...more even! They blew up my buildiing!

BRAINIAC
You have been insufferable from the first, Lex Luthor of Earth. When first we met, you promised me a gift beyond your giving, because it was already due to me: godhood.

LEX
(backing up)
I made you a hero to the people fo Earth, you...inhuman pile of nuts and bolts! You owe me!

BRAINIAC
I- the artificial intelligence- may have something grisly planned for Ms. Lane, yes. But you traded against your own race for profit. Who's the more inhuman of we two?

Lex stares at Brainiac, dumbfounded. He tries to muster some sense of decency.

LEX
Wh...what are you going to do to the woman?

Brainiac motions to his Soldiers, who grab Lex.

(CONTINUED)

CONTINUED: (2)

BRAINIAC
Fear not. You will have prime seats fro the event.
(heads off)
To the Menagerie!

EXT METROPOLIS SKYLINE- NIGHT

The sky lights up anew, with the image of the Skull Ship Menagerie.

EXT LEXCORP BUILDING- NIGHT

Jimmy, Bibbo and the Rebels watch, wide-eyed as teh image in the sky depicts Lois and Lex being dragged behiind Brainiac toward two huge doors.

JIMMY
They're going to kill her!
Somebody's gotta do something!

Bibbo suddenly smiles, pointing at the sky.

BIBBO
Somebody is, kid.

Jimmy looks up.

EXT METROPOLIS SKY- NIGHT

The holograph is 'shattered' by Superman in the Eradicator Suit, soaring toward the Skull Ship Citadel.

EXT LEXCORP BUILDING- NIGHT

Bibbo offers a thumbs up, Jimmy stares, puzzled.

JIMMY
What is that thing?

BIBBO
I don't know, kid. But he sure reminds me of someone.

INT CITADEL MENAGERIE

Two huge DOORS open before teh captive Lois and Lex, revealing a darkened PIT. Brainiac and L-ron stand behind the pair.

LEX
WHAT THE HELL GIVES?!? WE WER PARTNERS ON THIS THING!!
(MORE)

(CONTINUED)

CONTINUED:

LEX (cont'd)
I HELPED YOU KILL SUPERMAN, FOR GOD'S SAKE!!

Lois looks at Lex, wounded. Lex re-thinks his comment.

LEX
Well, I mean...*they* mostly did it. I just...watched.
(changes demeanor)
Oh, what do I care? You're not going to put this in any paper. Yeah- I helped kill the Man of Steel! So what?!

Lois shakes her head, teary-eyed.

LOIS
You bastard.

She knees Lex in the groin again. He doubles over, held by the Soldiers, as Brainiac rounds the pair to face them.

BRAINIAC
You save your energy, Miss Lane- the same maneuver will not work for me. Do you have any last words for the viewers of the world.

Lois looks up sharply, as if she hears something. So does Lex. Brainiac notices this and looks up as well.

EXT SKULL SHIP CITADEL - NIGHT

POV SUPERMAN

The roof of the Citadel is rushing toward us. The sound is huge.

INT CITADEL MENAGERIE

There is the faintest sound of whooshing- as if something is moving through the air outside, very, very fast. Lex looks up with a mix of anxiety and relief.

LEX
I know that sound...

EXT SKULL SHIP CITADEL - NIGHT

POV SUPERMAN

We're getting even closer to that roof, now. The sound is deafening.

INT CITADEL MENAGERIE

Then, through her tears, Lois smiles. Brainiac is puzzled as her smile turns to laughter.

LOIS
Last words?!?
(to Brainiac)
YOu're dead meat, you f...!

EXT SKULL SHIP CITADEL - NIGHT

Superman in the Eradicator Suit explodes through the roof of the Citadel...

INT SKULL SHIP CITADEL - NIGHT

...then through the ceiling of the bridge, and through the floor...

INT CITADEL MENAGERIE- NIGHT

...and finally, through the ceiling over the assembled group's heads.

LOIS
(under her breath)
Baby...!

LEX
(under his breath)
Well it's about time!

BRAINIAC
(under his breath)
Finally!

And when the dust cloud settles, there stands the indiscernable Superman in teh Eradicator Suit.

SUPERMAN
Border patrol. I hear we've got an illegal alien here.

Brainiac holds his hand up, which reconfigures into something pointy and deadly. He holds it to Lois' head.

(CONTINUED)

CONTINUED:

BRAINIAC
Step out of my technology, Kryptonian. Or I get painfully intimae with the woman.

Superman makes an offensive move, but is interrupted.

ERADICATOR
NO, KAL-EL!

Lex, Lois and L-Ron look around for the source of the voice. Brainiac smiles.

SUPERMAN
I can take him!

ERADICATOR
You can't. He's rendered himself electro-radioactive. If we touch him, the power surge will kill you...even within me.

The Eradicator opens, and Superman steps out. Lois tearfully smiles. Lex shakes his head. Superman looks at Lois. She moves slightly toward him, but Brainiac pulls her back. Then, the Suit morphs into the Eradicator again, as all look on in wonder.

BRAINIAC
Well- after all this time, my friend. We finally meet. The pride of Jor-El and the pride of Colu.

ERADICATOR
The killer of Krypton is more appropriate.

BRAINIAC
I have waited decades and searched galaxies- all in pursuit of this moment. And now, you're mine.

ERADICATOR
It is your aim to absorb my technology and become all-powerful, I would imagine.

BRAINIAC
And they call *me* Brainiac
(moves toward the Eradicator)

(CONTINUED)

CONTINUED: (2)

ERADICATOR
(steps back)
But aren't you worried?

BRAINIAC
About what?

ERADICATOR
When I attempted interface with your ShadowCaster Device. I was contaminated. Temporarily shut down. What if the same thing happens when you attempt to absorb my technology into yours? What if your technology is too advanced to interface with mine?

Brainiac throws his head back, laughing. Superman looks to the Eradicator, who offers him a reassuring wink.

BRAINIAC
You think it advanced? The irony is how primitve it is compared to your own! You have no doubt over-thought on the ShadowCaster, when in reality, you should have approached it as a child's toy!

ERADICATOR
A child's toy?

BRAINIAC
Certainly! It's Earth hardware, crossed with my own Coluan technology- its systems are so far beneath your own capabilities that a simple binary synapse would've bypassed any contamination factor.

ERADICATOR
(smiles)
And they call you Brainiac.

The Eradicator quickly morphs back into the suit, grbbing Superman and hurling the Man of Steel into himself.

BRAINIAC
FOR THIS INSOLENCE, I WILL ERASE YOUR MEMORY BANKS, MACHINE!

(CONTINUED)

CONTINUED: (3)

ERADICATOR
I'm not a machine. YOu are.

The Suit leaps into teh air, rocketing out of the Citadel.

LEX
SUPERMAN!! COME BACK!!

Brainiac grabs Lois and Lex, and shouts up at the ceiling.

BRAINIAC
HEAR ME SON OF JOR-EL!!! YOUR GUARDIAN MAY HAVE SAVED YOUR LIFE, BUT HE JUST DAMNED TWO MORE TO HELL!!!

Brainiac throws Lex and Lois into teh dark Pit. They scream as they fall.

EXT SPACE

Superman in-the-Eradicator race through the outer atmosphere, heading toward the distant ShadowCaster.

SUPERMAN
WHAT THE HELL ARE YOU DOING?!? WHY ARE WE RUNNING?!? HE'S HOLDING ALL THE CARDS!!!

ERADICATOR
It all makes sense now! Everything I was programmed for, everything I've experienced comes down to this moment!

SUPERMAN
YOU'RE NOT MAKING ANY SENSE, AND WE'ER GETTING FARTHER AWAY FROM RESCUING LOIS!!!

ERADICATOR
I am making sense. Your father told me one day I would understand why there was so much furor over a living omputer, and now I do. The Council wanted me crushed becaue I represented the threat that Brainiac now is- a living computer with a self-serving agenda.
(MORE)

(CONTINUED)

CONTINUED:

ERADICATOR (cont'd)
But I could never be that, because my creator imparted to me the wisdom of a life of service to others.

SUPERMAN
That's swee, I'm sure dad would really be pleased with your progress. Now TURN THIS THING AROUND!!!

ERADICATOR
I did not fully learn that from my creator, Kal-El...it was taught to me by his son.

Superman processes this.

SUPERMAN
Me?

ERADICATOR
WEre it not for your insight, I'd be no better than the machine that oppresses your world. For that, I thank you . I understand your commitment to this planet and its' inhabitants now. I'm going to help you honor it.

SUPERMAN
You picked a hell of a time to tell me how you feel.
(suddenly gets it)
How you feel...NO!

ERADICATOR
When a machine begins to feel- positive or negative- then it ceases to be a machine.

The Eradicator grabs a piece of itself and pulls it off. The piece morphs into a silver version of the familiar 'S' shield.

ERADICATOR
Take a deep breath, and remember to stay in the light.

Before he can react, teh Eradicator seperates from Superman. He slaps the 'S' on his black suit, and lets him go, sending him hurtling Earthward.

(CONTINUED)

CONTINUED: (2)

ERADICATOR
Superman lives.

The Eradicator then rockets out of sight, as Superman freefalls through space.

EXT SHADOWCASTER

The Eradicator reaches the mammoth device and links into it. The anti-technology sends shockwaves coursing through his body. He fights agains shutdown.

INT SHADOWCASTER

Circuits blow up. Transistors explode.

EXT SHADOWCASTER

It begins losing power. Sections of panel begin shutting down. Sunlight begins pouring through in shafts.

The Eradicator begins to shift in shape, the anti-technology coursing through his body. His form finally comes to rest on the figure we've come to know him as most. His face forms a peaceful, joyous smile.

Then, he explodes.

EXT SPACE

As Superman plummets to Earth, one of the BEAMS of sunlight hits him full force. He stops falling, and rights himself- bathing in the pure sunbeam. He stretches his muscles like he's just woken up after a loooong sleep. A knowing smile crawls across his face. His powers returned, SUPERMAN LIVES!

INT CITADEL

At the control board, L-Ron turns to Brainiac in a panic.

L-RON
The ShadowCaster is destabilized! Sunlight is getting through! And something is moyign toward us at an alarming rate...

A Sonic Boom echoes through the Citadel.

(CONTINUED)

CONTINUED:

L-RON
Something pissed.

BRAINIAC
Let the whelp come.

Brainiac takes a seat on his throne. He closes his eyes, as the helm lowers over his head.

BRAINIAC
I will deal with him...impersonally.

Brainiac shuts his eyes, as the helm begins to whir.

INT. PIT

Lois and Lex are seen, squirming about in a mire of fiberglass-looking 'webbing'.

In the darkness above, two crimson eyes open.

INT. CITADEL MENAGERIE

Superman bursts through the ceiling again, and through the many levels of the Ship, still contained in the single beam of light.

INT. PIT

He rockets through the ceiling of the pit, allowing the singular shaft of light to follow. Suddenly, he's struck by a high-powered stream of murky liquid from above,which knocks him out of the light, and entraps him in the 'webbing', beside the struggling Lois and Lex.

LOIS
Superman!

SUPERMAN
Evening, Miss Lane. Long time, no see.

Superman looks up and sees...

Something huge and quick, dropping from the shadows beyond the shaft of sunlight. It strikes Superman, then, in a flash, moves back into the darkness. Superman's a bit dazed.

(CONTINUED)

CONTINUED:

LEX
What the hell are you waiting for! Get up there and kill that thing!

LOIS
He just came back from the dead, you jerk! He's still weak!

SUPERMAN
No...no, I'm alright
(looks upward, squinting)
I just wish I could see what I'm fighting.

And then, as if on cue, the mother of all monsters, the THANAGARIAN SNARE BEAST, slowly moves into the light. It resembles something of a cross between a squid and a spider, but very bio-mechanical and sleek. And now - inhabited by Brainiac's consciousness- it's extra lethal as well. Brainiac's voice is heard, emanating from the creature's maw with a hiss.

BRAINIAC
Sssssssssuuuuuupppeeeeerrr...mmma aaaannnn!!!

SUPERMAN
Ohsh....

And the Beast drops on Superman, its legs tearing at the Man of Steel. Su[perman struggles free, bolting toward the shaft of light to strengthen his powers, but the creature grabs hold of him, pulling the Man of Steel back into the darkness.

The Beast brings Superman to its jaws while letting loose with an ungodly screech. Superman throws his feet against the creature's jaws,holding them open with what little strengthhe has.

Suddenly, the creature's underbelly opens, setting loose hundereds of smaller, metallic versions of itself. Superman breaks free of the Beast and begins fighting the creatures off, smashing them together, crushing them in his grip. We hear Lois' shriek. Superman reacts.

The micro-Beasts are crawling all over Lois and Lex. Superman uses his heat vision to blast the creatures off the pair. They explode, one by one. The use of his powers leaves Superman a little dazed.

(CONTINUED)

CONTINUED: (2)

Which is fine with the Beast, giving it time to strike anew, pulling Superman out of the light. The pair violently tussle in the darkness, the Beast's head and legs rising and striking, Superman blocking and attacking. A leg falls from the darkness and catches Superman by the throat, pinning him against the web. The Beast's jaws come in close to Superman's face, preparing to gorge. We see the strain on Superman's face, the veins in his neck and head throbbing.

And then we see why - Superman uses all of his strength to stretch his fist into the just-out-of-reach shaft of light. he makes it, charging himself.

The jaws of the creatures almost on his head, Superman comes across with a right hook that knocks the creature into the air. Superman crawls into the sunlight, takes in as much as he can, and leaps up at the Beast, grabbing hold of the wildly flailing creature. He flies it up and...

INT. CITADEL MENAGERIE

...out into the full beam of the sunlight.

SUPERMAN
You wanna hide in a bug... I'll crush you like one!

Superman begins mangling the beast, rendering it.

Hooked into his helm, Brainiac convulses, feeling the pain of the beating.

Superman grabs the head of the creature and pulls it off, ferociously.

The machine he's hooked up to explodes from the feedback, and Brainiac flees back into his own body, throwing the helm off. He weakly tries to crawl away from the wreckage. Breathing heavily, Superman grabs ahold of him, lifting Brainiac above his head.

SUPERMAN
You destroyed by homeworld! You killed me! And you forced my friend to give his life!

BRAINIAC
You... do not... take... lives... Th...that... is the... code... you... live by...
(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (cont'd)
Like... the Eradicator... I live...

SUPERMAN
No - he was one of the most human beings I've ever known. You - you're just a machine.

Superman clutches Brainiac's throat, but Brainiac chortles.

BRAINIAC
All... for... naught... As... Krypton died... screaming... so too... will... your adopted... world... I... beat... the father... and now... I beat... the son...

Superman processes this, then looks to the monitor on the exploding machine. The Graphic details the unstable core of the Earth.

SUPERMAN
This looks like a job... for Brainiac.

Superman shoves Brainiac under his arm and bursts through the floor of the Citadel.

INT. EARTH'S CRUST

Superman burrows deep into the Earth, as Doomsday burrowed out.

INT. EARTH'S CORE

Superman explodes into the Earth's tumultuous core, hurling Brainiac into the maelstrom.

BRAINIAC
NOOOOOOO!!!

Brainiac hits the magma and disintegrates.

Superman rushes to the cracking wall of the core and grabs hold, pulling the spreading sides together will all his might. He strains until finally, the sides meet again. he uses heat vision to seal the crack, and super-breath to cool it. Done, he flies off, packing gravel into the tunnel behind him.

INT. PIT

Superman emerges from the floor and flies to Lois' side.

SUPERMAN
Do I look tired? Because I feel tired.

LOIS
You look a little worn, yes.

LEX
Hey! Tracey! Hepburn! Can we cut the witty banter and concentrated on getting us out of this mess?

SUPERMAN
Luthor - with the world of charges you've got waiting for you out there, I'd think about hiding out down here in the much for as long as I could.

LEX
So I backed the wrong horse - big deal! No one can prove I was ever in on it with him! I was duped like everyone else! And for all the world knows, that's the truth!

Superman pulls Lois from the web, and scoops her up into his arms.

SUPERMAN
Well maybe I can help shed some light on the subject.

With that, Superman streaks up one of the shafts of light, Lois in his arms.

LEX
HEY! WHAT ABOUT ME?!? YOU CAN'T PROVE ANYTHING, SUPERMAN!!! HEY!!! WHAT DO YOU MEAN BY THAT - 'SHED SOME LIGHT ON THE SUBJECT'?!?

EXT. DAILY PLANET BUILDING - NIGHT

Superman sets Lois down on the roof of the building.

(CONTINUED)

CONTINUED:

SUPERMAN
Give me a sec, okay?

Lois nods. Superman leaps into the air, and is gone, leaving a sonic boom.

EXT. SPACE

Superman reaches the partially functioning, sparking ShadowCaster. He begins pushing it, but sees something and stops.

It's a tattered remnant of the Eradicator.

Superman takes it in his hands and contorts it, fashioning the familiar 'S' shield. He presses it to his chest, where it sticks. Then, he resumes pushing the ShadowCaster, getting up some speed, until he lets it go. It whips through space, until it hits the surface of the sun and explodes.

The device destroyed, sunlight pours through space and...

EXT. EARTH'S CORE

...over the planet.

EXT. METROPOLIS - DAY

Sunlight is everywhere, filling the streets.

Jimmy looks up and sees...

EXT. METROPOLIS - DAY

Superman, winging his way toward the Daily Planet.

EXT METROPOLIS- DAY

Jimmy nods, smiling.

JIMMY
I wonder if Mister Kent will be back to work Monday?

EXT. DAILY PLANET BUILDING - DAY

Superman touches down on the roof, where Lois has her arms outstretched, soaking up the sun.

SUPERMAN
You might want to apply some sunblock. You look like SPF 14.

(CONTINUED)

CONTINUED:

LOIS
Pithy...to the last.

Lois spins into his arms, embracing him tightly. Superman hugs her right back.

LOIS
Thought you were really gone, Clark.

SUPERMAN
So did I.
(beat)
But it made me understand what you were talking about. In regards to our relationship. I realize what you meant, and you're right. I'm sorry I pushed you on it...

LOIS
(stands back and drops her jaw)
You're going to listen to me? To something I said? After you've died, and Brainiac, and that...thing...almost ate us?

SUPERMAN
You made some valid points...

LOIS
(puts her finger to his lips)
Clark, a word of advice - a woman's allowed to change her mind at any given moment...especially after a bad week.
(smiles)
Now kiss me, dead-man - before I change my mind again.

Superman attempts to say something. Lois raises her hand as if to strike.

LOIS
What'd I say, Smallville?

He shrugs, and they kiss, deeply...passionately.

And everything goes back to normal in Metropolis...

Until next time.

(CONTINUED)

CONTINUED: (2)

THE END